

FINANCIAL TIMES

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World News

Bonn worried E Europe is complicating EC relations

The Bonn Government is becoming increasingly worried that rapid changes in Eastern Europe are complicating its policies towards the EC.

UK to change fish law

UK Government was ordered by European judges to suspend part of a key law aimed at protecting Britain's hard-pressed fishing fleet from Spanish "poachers."

US Mid-East peace move

US Secretary of State James Baker suggested to the Israeli and Egyptian foreign ministers that they meet him in Washington in an attempt to break the stalemate over proposed Israeli-Palestinian peace talks.

South Korean attack

South Korea's large conglomerates came under attack in Parliament for investing in property and securities instead of upgrading capacity and moving to higher-technology manufacturing.

Flow over glass plant

An on-off plan by an Italian state-owned company to build a float glass plant in the northern Spanish port city of El Ferrol is threatening to sour relations between Rome and Madrid.

UN cuts support

The UN cut its food rations to the largest Cambodian refugee camp in Thailand because some of its aid has been diverted to guerrillas fighting inside Cambodia.

Seaboard for pilots

Australian Federation of Airline Pilots says a new seaboard will force the country's domestic airlines to pay pilots the industry's pay dispute.

Belgian riot

Some 2,000 civil employees ran amok in the centre of Liege, ransacking the offices of a political party and setting fire to a bank as the Belgian city ran out of credit and failed to pay their salaries.

Sudanese find support

Southern African leaders have given support to peace proposals by the rebel Sudan People's Liberation Movement, diplomats say.

High definition TV

The Bush administration is now certain to reject a policy of specific assistance for high definition TV and instead to adopt a broader-based programme of removing barriers to the development of new technologies.

Business Summary

McCaw lifts offer to buy cellular operator LIN

McCaw Cellular, Seattle-based US telephone group partly owned by British Telecom, modified its \$1.1 billion offer for LIN Broadcasting, owner of some of America's most attractive cellular telephone franchises.

COPPER prices on the London Metal Exchange

COPPER prices on the London Metal Exchange for immediate delivery climbed by another 2000.



MATHIA, French defence and electronics group

MATHIA, French defence and electronics group, will soon take first steps towards spinning off its space systems business, a prelude to a possible link-up with GEC and Daimler-Benz.

BOEING and McDonnell-Douglas

BOEING and McDonnell-Douglas won combined orders for 26 aircraft worth about \$3.6bn from Taiwan's Evergreen Airways.

ALVAR and Barilla: negotiations

ALVAR and Barilla: negotiations between the two companies on a new public-private joint venture in the Italian food industry were given a preliminary blessing by Carlo Fracanzani, Minister for State Shareholdings.

OUTOKUMPU, state-owned Finnish base metals group

OUTOKUMPU, state-owned Finnish base metals group, reported turnover for the year to August of Fy4,869m (\$1,780m), up 32 per cent on the previous period.

NONGCO Nickel and Mining

NONGCO Nickel and Mining, Alan Bond, Australian businessman, wants to bid again for the mothballed Philippine nickel mine, whose sale to a local consortium is in doubt.

FERTORP, Swedish special chemicals and plastics group

FERTORP, Swedish special chemicals and plastics group, reported a 13 per cent rise in profits to SKr665m (\$107m) for the year to August.

ASSURANCES Generales de France

ASSURANCES Generales de France, second largest state-owned insurance company, unveiled a 15.3 per cent rise in turnover and a 10.5 per cent rise in net profits for the first six months of 1989.

Britain rules out early move on full EMS entry

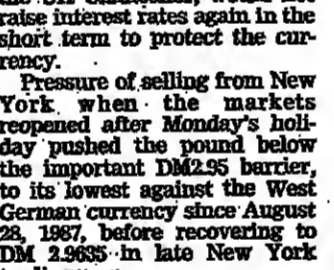
By Philip Stephens, Political Editor, in Blackpool

THE BRITISH Government yesterday dismissed any early move to take sterling into the European Monetary System as a marked difference surfaced within the senior ranks of the Conservative Party over the Chancellor of the Exchequer's handling of the economy.

Sterling continues to fall on doubts over UK policy

By Patrick Harverson in London and Janet Bush in New York

THE pound fell sharply on financial markets for the second day running yesterday, as one stage in the latest level against the West German D-Mark and the US dollar for two years.



Analysts said the lack of a coherent government policy on exchange rates would continue to undermine the confidence of overseas investors in the UK currency.

South Africa to release Sisulu

By Patil Waldmeir in Johannesburg

THE South African Government is to release eight of its most prominent political prisoners, including Mr Walter Sisulu, the black nationalist leader, and four others jailed for life 25 years ago.

India ready to enter a "golden age" of growth

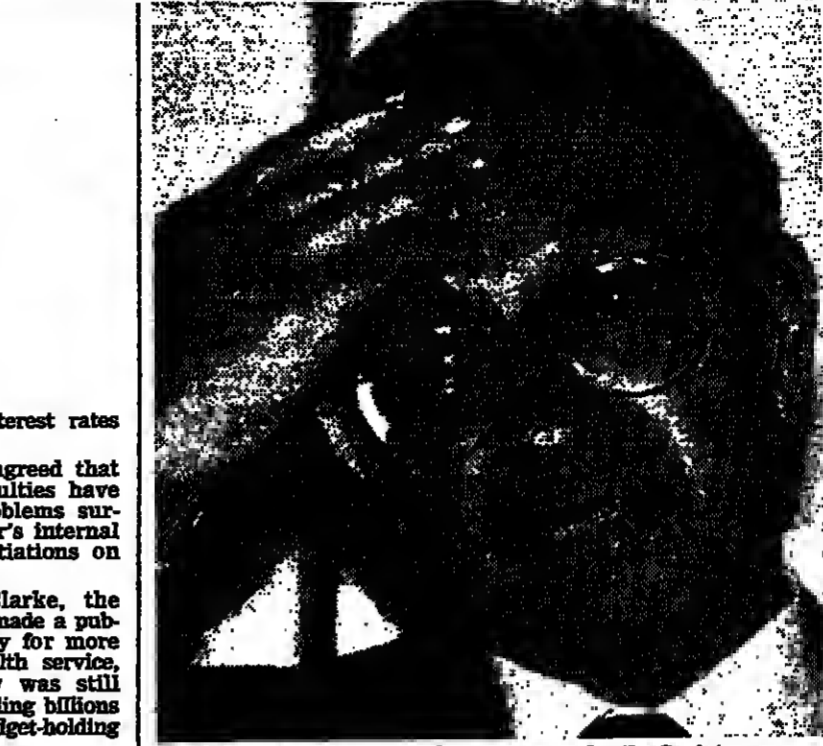
Prime Minister Rajiv Gandhi

The Government of Prime Minister Rajiv Gandhi (left) is nervous about making too much of the turnaround in the country's economic fortunes because the impact has been uneven.

Italy's industry rocked by pampered claims ... 3 Ghana Rawlings caught between two images and one harsh reality ... 4 Argentina Menem makes public a private intention ... 8 Artes Arieane et Barbe-Bleue at Amsterdam ... 19 Editorial Comments That sinking feeling again; A valuation gap in share prices ... 20 Uruguay Round: Time for a move to the centre stage ... 21

Table with 3 columns: Region, Index Name, Value. Includes Europe, Americas, Japan, Overseas, and World Trade.

Table with 3 columns: Index Name, Value, Index Name, Value. Includes Financial Futures, Stock Markets, International bonds, Int'l. Capital Markets, Lesters, Management, Money Markets, Observer.



Master of discretion amid Soviet crisis

By Quentin Peel in Moscow

MR Alan Greenspan, chairman of the US Federal Reserve, ended two days of talks yesterday with top Soviet officials denying any "sense of crisis."

He refused to be drawn on the hopes and fears of his Soviet counterparts, at the end of a visit to meet the top bankers and planners of the ailing Soviet economy.

But he confessed that the openness of the top officials he met to consider ideas from the capitalist world had taken him by surprise.

Mr Greenspan's trip came in the middle of furious debates in the Soviet parliament this week, first to discuss and approve a ban on strikes in key industries to head off rising industrial unrest, and then on the possibility of an outright price freeze.

His host, Mr Leonid Abalkin, the deputy prime minister in charge of economic reform, was forced in the Supreme Soviet to produce a passionate defence of the reform process, and the need to liberalise prices, to dissuade the deputies from reimposing rigid price controls in every sector.

PHILIPPINES Marcos ghost haunts US power contractors

By Robert Rice, Legal Correspondent, in London

THE British Government intends to introduce legislation to combat computer hacking following recommendations from the Law Commission.

The proposals from the Government's law reform body will place the UK alongside a handful of other industrialised nations in the fight against computer crime.

Publication of the report had been brought forward from the end of the year at the request of the Government.

Welcoming its recommendations yesterday, Mr Nicholas Ridley, Secretary of State for Trade and Industry, said he was "inclined to accept the commission's recommendations."

The Government intended to bring forward legislation as soon as there was a suitable opportunity, he said.

The commission's report says the current law does not deal adequately either with the costs, disruption and uncertainty caused to the owners and users of computers systems by hacking, or with the loss and damage caused by unauthorised alterations to computer-held data or programs.

It recommends a "basic" offence of unauthorised entry into a computer system. It will apply to anyone who, knowing he does not have authority to do so, seeks to enter a computer, whether merely for fun, or in order to try and interfere with the computer's working.

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MARKETS

Table of market data including Sterling, Dollar, Stock Indices, and various commodity prices.

EUROPEAN NEWS

Big rise in EC green spending predicted

By John Hunt, Environment Correspondent

A MASSIVE rise of 280 per cent in spending on environmental improvements in EC countries over a four year period is predicted by UBS Phillips and Drew in a survey on investing in the "green" sectors of West European industry.

Environmental spending for the 12 member states was \$46bn in 1987 or 0.9 per cent of aggregate EC gross national product. The survey predicts this figure will rise to between \$125bn and \$175bn by 1991, representing between 2 and 3 per cent of the EC's gross national product.

"Our contention is that no sector of industry is left untouched by the green issue," says the report.

It predicts that all member states will be required to produce a tough action plan on the environment similar to the national environment plan proposed by the Netherlands. The report analyses 33 sectors of industry and examines the costs and opportunities of environmentalism. British companies which it believes will benefit significantly include Shell, British Gas, Johnson Matthey, BOC, and Simon Engineering.

It says the use of oil as a fuel is likely to decline in proportion to the overall energy market and that taxes on oil will increase in the 1990s.

But it foresees a significant jump in demand for gas, which causes less greenhouse emissions.

The chemical industry, subject to increasing emission regulation and controls, is likely to be substantially affected. Heavy industry is likely to incur additional emission control costs but engineering industry involved in water treatment, desulphurisation treatment of fossil fuel emissions or in railways, will see volume of business grow significantly.

UBS Phillips and Drew is the investment bank services arm of the Union Bank of Switzerland.

Investing in a Green Europe, UBS Phillips and Drew, 100, Liverpool St, London EC2M 2RE

EC merger policy talks fail

By Lucy Kellaway in Luxembourg

EUROPEAN Industry ministers yesterday failed to agree upon a compromise package that would set the basis for a Community-wide merger policy.

The French presidency had hoped that the issue could have been finally settled at yesterday's Luxembourg council meeting, but two separate proposals tabled by the British and the Dutch failed to bridge the gap between members.

A fundamental difference remains between countries such as the UK, France and Germany that would like Community involvement to be limited to larger mergers, and others which would like a greater involvement by Brussels.

Both proposals involved medium sized companies with worldwide turnovers between Ecu 2bn and Ecu 5bn. The British suggested a system where countries would have the option to cede power to the Commission on all mergers in that range. The Dutch proposal would give countries power to choose on a case-by-case basis whether to allow the Commission to investigate on their behalf. It would also allow Brussels to intervene at its own wish - a proposal strongly opposed by the British.

In discussions yesterday some countries felt the Dutch plan was too vague while the British plan was not sufficiently flexible.

Other outstanding questions included the appropriate criteria for Commission involvement and whether the four-year review to the threshold should be subjected to qualified majority voting.

The lack of much progress on any of the main issues was a consequence of the strong links between the proposals which are likely to find eventual agreement as part of a package rather than selective measures.

Ministers will discuss the merger policy again at next month's council meeting.

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Homesickness hits refugees

HOMESICKNESS has already caused more than 50 East German refugees to head back to their Communist homeland, just weeks after their arrival, an official said yesterday, AP reports from Frankfurt.

Since Hungary opened its Western border to the East Germans on September 11, tens of thousands of refugees have reached West Germany, often crying tears of happiness on their arrival.

That has sparked clothing drives for the newcomers, job offers and massive government efforts to ensure they have adequate housing.

However, officials have also cautioned that many of the refugees will face personal problems as they try to become integrated into an unfamiliar society, cut off from their familiar surroundings.

children and parents left behind, alone or in need of care. That has touched their consciences."

Mr Schlee said he thought it "completely normal" that some of the refugees were going back considering the numbers who arrived, often carrying just suitcases.

"They took only the most necessary things with them," the spokesman said. "Most of what they owned was left behind."

He said those going back included single people as well as families with children.

Gorbachev wins UK praise on rights

By Robert Mauthner, Diplomatic Correspondent

A MAJOR change for the better in the Soviet Union's human rights programme has taken place since Mr Mikhail Gorbachev, the Soviet President, came to power in 1985, Mr William Waldegrave, a junior British Foreign Office Minister, said yesterday.

But emigration from the Soviet Union continued to increase. So far this year, some 33,000 people, mostly Jews and refuseniks, had left, nearly double the figure for 1988. Of these, 6,776 Jews had left in August alone, the highest monthly total ever. Mr Waldegrave told an Amnesty International meeting in Blackpool.

The Soviet authorities had not fulfilled the pledge made during the Conference on Security and Co-operation in Europe (CSCE) in Vienna early this year to resolve within six months all cases outstanding at the end of the conference.

Much room for improvement still existed, especially in religious freedom. The Ukrainian Catholic Church was still proscribed and Soviet Jews still did not have enough freedom for their way of life.

Mr Waldegrave regretted that the visit of a British delegation to an Anglo-Soviet working group on human rights, due to meet in Moscow this week, had been cancelled because one of its members was refused a visa. He hoped the setback was temporary. If not, it could prove "a poor omen" for the way the Soviet authorities were approaching the Human Rights conference, due in Moscow in 1991.

Mr Waldegrave warned that UK agreement "in principle" on holding the conference in Moscow remained subject to important conditions.

By 1991, the following measures had to be implemented: promised changes in Soviet criminal legislation; effective guarantees of free speech, freedom of religion and freedom to emigrate; an end to jail for political or religious beliefs; all long-term refuseniks to be allowed to emigrate, and the Moscow conference held under the same conditions as would pertain in the West.

Hungary's Socialists quit the frying pan for the fire

John Lloyd and Judy Dempsey in Budapest survey the drastically altered political landscape

DELEGATES TO the last congress of the Hungarian Socialist Workers Party which on Sunday became the first congress of the Hungarian Socialist Party - went their separate ways, gummy-eyed, at around 1.30 yesterday morning in the drizzle of an autumn night.

On the last day of the congress, whose proceedings had lasted 17 hours, they elected Mr Rezo Nyers, a moderate reformer, as their president and a largely reforming presidium to lead their party into the democratic era.

They had agreed that the Forints 10bn (£104m) worth of property that remains in the party's hands should largely be handed back to the state, except for that needed to run the party itself; that the workers' militia, once a formidable armed party guard, be put under government control and used for civil emergencies; and that party branches in work places should remain, since, as Mr Nyers later explained, it would be undemocratic to ban them when such organisations were legal in the Western constitutions to which the Socialist party aspires.

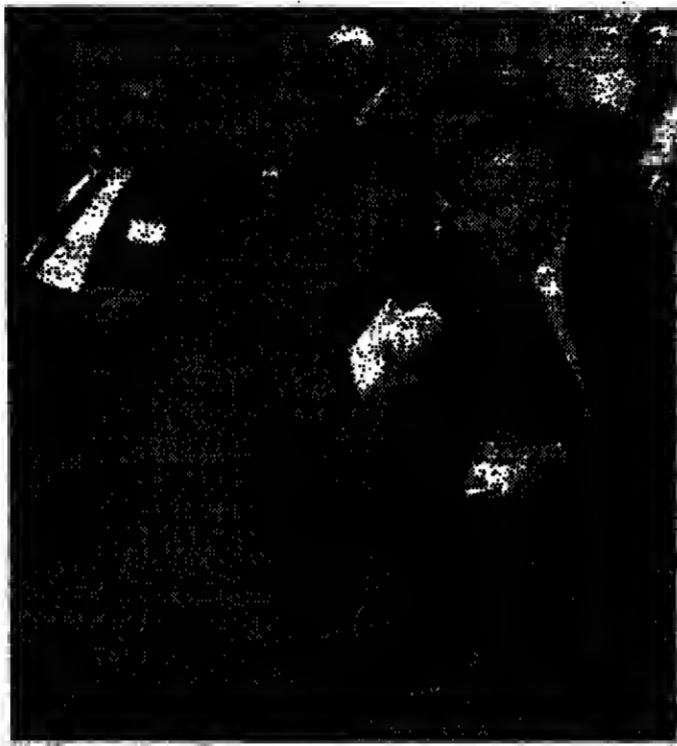
Although the new party's composition and programme are something of a fudge between radical reformers and "moderates," the conclusion must be that the HFWP has succeeded in committing suicide as a party which monopol-

ises state power. Mr Geza Jeszenszky, a member of the executive of the Hungarian Democratic Forum (HDF), the largest and most popular of the opposition parties, admitted yesterday that the change was "irreversible" and went so far as to say that "the programme they have adopted seems rather more liberal, even, than social democratic we welcome that".

Others in opposition parties are less impressed. But no major figure challenges the view that Hungary now has a relatively open arena in which democratic politics can be practised.

With their exit from the luxurious Novotel conference hall, the newly-baptised Socialists thus confront a reality which is much less politically comfortable than that which they have enjoyed for four decades. But if it is not comfortable for them, it is little more so for anyone else. Hungary, over the next six months, joins Poland in the crucible of democratic transformation.

First test is the presidential election, set for November 25 (though that date has yet to be ratified by Parliament). Until quite recently, the only real contender had been Mr Imre Pozsgay, the Socialists' leading reformer. Popular, clever, with much of the democratic change due to his energy, he seemed at one stage to be unbeatable. That is no longer certain. Under pressure yesterday, Mr



Mr Nyers and a colleague get their heads together

Jeszenszky and Mr Gabor Rozsik, the Lutheran clergyman who is one of the four Democratic Forum MPs to be elected in by-elections, confirmed there would be no agreement to allow Mr Pozsgay a free run at the presidency, as had once seemed possible. They would put up a candidate against

him, to be chosen at their conference in a little over a week. The Free Democrats, the liberal group whose popularity is growing but who still trail the HDF considerably, could have two possible candidates in Mr Laszlo Rajk and Mr Gaspar Miklos Tamas. But for all their brilliance and articulacy, they

are unlikely to get the backing of a party which is presently carrying all before it in the countryside. It may be that, if no joint opposition candidates can be agreed, the opposition vote will be split. But if they can agree, Mr Pozsgay has a fight on his hands.

The parliamentary elections, set for March, are presently expected to see the HDF as the biggest party, perhaps even to take an absolute majority by itself or with the help of putative allies on the centre right, such as the Christian Democrats and the Smallholders.

Hungarian politics seem now to be returning to a tripartite pattern, with a broadly Christian right, a non-Christian liberalism, and on the left, a Socialist, and possibly still a Communist, party. For the moment, the wind is with the right.

It is thus perfectly possible that, quite soon, Hungary may have a President and a Parliament of the right; that neither of these institutions will preserve any personal or political continuity with the Communist; and that the Socialists will be reduced to a small and irrelevant force.

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EUROPEAN NEWS

Italian industry rocked by claims it is pampered

Two recent reports have undermined a business campaign against cuts in state aids, writes John Wyles

ITALIAN industrialists, public and private, are both slightly reeling and definitely indignant at opinions recently given out that they are the most pampered of their kind in Europe.

Barely had they prepared their responses last month to a domestic report alleging that Italian companies had pocketed L40,000bn (€32bn) of the state's money last year, than a barrage arrives from Brussels alleging that Italian state aids to industry are far and away the highest in the European Community.

While no one is yet accusing the European Commission of colluding with the Corte dei Conti, the Italian state's independent accounting watchdog, their reports have effectively taken the wind out of the attempt by business to campaign against cuts in industrial aids of around L3,500bn in the draft 1990 budget.

The Corte dei Conti and the Commission came up with not dissimilar figures for the global total of Italian aids to industry, L45,000bn in 1988, according to the Corte; and L41,000bn (€32bn) annual average for 1981-86, according to the Commission. The latter warns the reader to approach its numbers with caution, while Italy's Con-

industria has labelled the Corte dei Conti's findings as virtually unusable.

The industrialists' organisation claims that the Corte has included lots of payments which never find their way into "productive activity" and that a truer figure for 1988 would be L35,000bn (see table).

Around 88 per cent of the Commission's total for Italy are aids which flow from EC regulations and 16 per cent for sectors in crisis such as steel and shipbuilding. The remainder are aids; paid largely as subsidies or tax benefits, allowed as derogations from Article 92 of the Treaty which outlaws aids which threaten to distort competition by favouring certain sectors or companies.

Public sector companies are clearly handsome beneficiaries of Article 92 aids in Italy and there is more than a grain of concern among their top managers about what is seen as an increasingly restrictive view in Brussels of what governments may or may not hand over to the industries they control.

Indeed, the conviction is taking hold in Rome that the European Commission is increasingly prejudiced against public companies in general and fails to understand the spe-

Table: Government Aids to Industry in Italy. Columns: 1988, 1987, 1986. Rows: Capital aids, Export aids, Sectoral aids, Industrial and commercial, Small businesses, Research and innovation, Public disasters, South and regional aid, State shareholding cos, Current spending, Early retirement, Social payments in South, Workers unemployment benefit, TOTAL.

cial nature of the Italian "state shareholdings" companies in particular.

The Commission, said Mr Franco Reviglio, the president of Eni, recently "has steadily built up a doctrine based on a presumed advantage that the public company has over the private because of its very nature".

Mr Reviglio is not tilting against Sir Leon Britan, the present Competition Commissioner, or anyone else in particular. He argues, in fact, that financial relationships between governments and public companies have been getting tougher ever since a "very

restrictive" Community directive was adopted in 1986 which sought to make them more transparent.

As Mr Reviglio made clear to a committee of the Senate recently, he is unhappy about the amount of discretion Brussels has in policing state aids and, in particular, he wonders whether after 1993 Brussels will continue to accommodate the development role of Italian public companies.

This could be a point of more general Community interest if, as seems likely, the Commission is increasingly disposed to view as unfair any state aid which the free market might

not readily supply. Mr Reviglio has constantly in mind his group's "mission" to reduce the nation's dependence on imported energy and chemicals through investments which have a long pay-off time which he believes the private sector would be unwilling to make.

In the past, the main source of funds for such investments have been the so-called fondi di dotazione, which are the capital injections Italy's state holding companies have received in large annual amounts for the last 15 years.

The Eni president is offended that the Commission regards these as aids subject to Article 92 when, he argues, they are risk capital from the controlling shareholder (the Government) largely used for productive investment.

Although he acknowledges that the fondi di dotazione have been heavily drawn on in the past to cover operating losses, the weakness in Mr Reviglio's argument is that the weight of Italian statute and practice has tended to be rather more permissive and politically directed than most market sources of capital.

In fact, fondi di dotazione became a prime source of financing for public companies

Bonn admits it will have to curb energy subsidies

By David Goodhart in Essen

THE highly-subsidised West German coal industry will have to move some way towards accepting the European Community's plans for phasing out energy subsidies, according to Mr Helmut Haussmann, the Bonn Economics Minister, in an unusually blunt speech on coal politics delivered yesterday in Essen.

Mr Haussmann said: "A long-term concept for coal cannot be developed against Brussels."

He also said that the Kohlepfennig - the levy on electricity bills which compensates the utilities for the expensive West German coal they are pledged to buy - must be reduced.

The DM10bn (€3.3bn) of annual subsidies for the coal industry and opposition to a more open European energy market is a constant embarrassment to Bonn's free-market image in Brussels, especially since the EC produced a report earlier this year recommending that energy subsidies should be phased out.

Also, the EC, under pressure from France, last March began a formal investigation into West German coal subsidies to see if they are compatible with EC competition rules.

The Bonn Government decided not to object officially to the investigation, as demanded by the leaders of the main coal-producing states, and is trying to negotiate a compromise instead.

Mr Haussmann said that the talks with the EC began in the summer and that there appeared to be the will to reach an understanding. He added, however, that if the negotiations failed, Bonn retained its right to make an official objection to the inquiry.

It appears that the EC has unofficially accepted the Jahrhundertvertrag arrangement under which the West German utilities have agreed to burn about 41m tonnes of domestically-produced coal every year until 1995, (out of a total production of 73m falling to 65m by 1995).

However, Brussels wants the Kohlepfennig, currently an 8.5

per cent surcharge on electricity bills, reduced sharply before 1995.

The surcharge partially covers the difference between the price of West German coal and the world market oil price. An upward trend in the oil price will thus help push it down.

Bonn, however, is unlikely to want a reduction of more than 0.5 per cent a year - partly because there is a big deficit in the surcharge fund to clear up - which may be too slow for Brussels.

After 1995, a sharp reduction of the guaranteed 41m tonnes a year is expected, perhaps down to about 20m tonnes a year until 2010, as suggested by one West German economist.

The Bonn Government has handed the post-1995 problem to a commission headed by Professor Paul Mikat which is expected to report next March.

Defending the status quo at the Essen meeting was Mr Heinz Horn, chairman of the German Coal Association. He pointed to the dangerously high EC dependence on energy imports and claimed that supposedly cheap French nuclear power was not much cheaper than West German coal.

Twelve drive a truck through Brussels border plans

By David Buchan in Brussels

IF YOU want an idea of how vital tax is to maintenance of border checks between European Community states, cross from Belgium to Luxembourg. The only sign marking the border says "Taxes" (in English) and directs trucks to stop and deposit transit documents. Non-commercial traffic is simply asked not to do more than 60kph through the border post.

Putting a stop to truck queues at internal borders is a fundamental aim of the 1987 Single European Act which calls for the removal of all internal frontier checks in little more than three years time.

This is a common goal shared by the European Commission and governments of the Twelve. But this week they started to take different paths towards it, with the governments taking the low road of political compromise and the

Commission sticking to its high road of economic logic.

After Monday's meeting of EC finance ministers, its chairman, Mr Pierre Bérégovoy of France admitted that the governments' unanimous preference for maintaining the present principle of collecting value added and excise taxes in the country where goods and services are consumed was a compromise, but at least it represented the first time all Twelve had been able to agree on an element of indirect tax harmonisation.

But the Commission fears that, in the case of VAT (overwhelmingly the most significant indirect tax), governments are about to convert one of the most fraud-proof taxes into one of the most fraud-prone. Unless, that is, they replace controls at frontiers with so much extra paperwork that

they wipe out the economic benefits of doing away with fiscal frontier controls.

This, Commission sceptics believe, may be the result of the governments' proposal to cross-check the documents of every exporter and importer. Some 50m-100m cross-border transactions take place inside the Community every year, double that figure to get the number of such documents that might need checking.

There was a certain beauty (to the Commission at least) in its proposal to treat the collection of VAT on goods crossing EC borders just as it is currently levied on goods staying within a single country. Goods would no longer be zero-rated for export, and crooks would thereby be denied the opportunity of obtaining an export tax rebate and then diverting goods back into home markets.

But the horror (for governments) was that levying VAT at every stage of production across the Community would no longer put all the proceeds in the coffers of the country of consumption, as at present, but would split it up. Unless - and this was the horror of horrors for governments - they all relied on each others' trade statistics and on the Commission's proposed clearing house system to reapportion VAT proceeds.

The argument over how VAT is collected is not entirely unrelated to the even more bitter row over the rates at which it is levied. Maintaining the present system of VAT accruing solely to the country of consumption will tend to maintain the wide national differences in rates, whereas the Commission proposal would have given companies an

incentive to buy from lower-rate countries and thus market forces would have tended to drive rates together (and probably down).

Thus, Tuesday's accord on indirect tax collection leaves governments no nearer, and arguably further from, agreement on rates.

If it can be called progress, the finance ministers did say that special arrangements might be found for the two countries with the biggest worries about distortion of trade if and when frontier checks go. They are Ireland with a standard VAT rate of 25 per cent facing 15 per cent in Northern Ireland, and Denmark with 22 per cent adjacent to West Germany with 14.

In Brussels, "special arrangements" is strongly suspected to be code language for border controls, beyond 1992.

Gaullist censure motion fiasco

By Ian Davidson in Paris

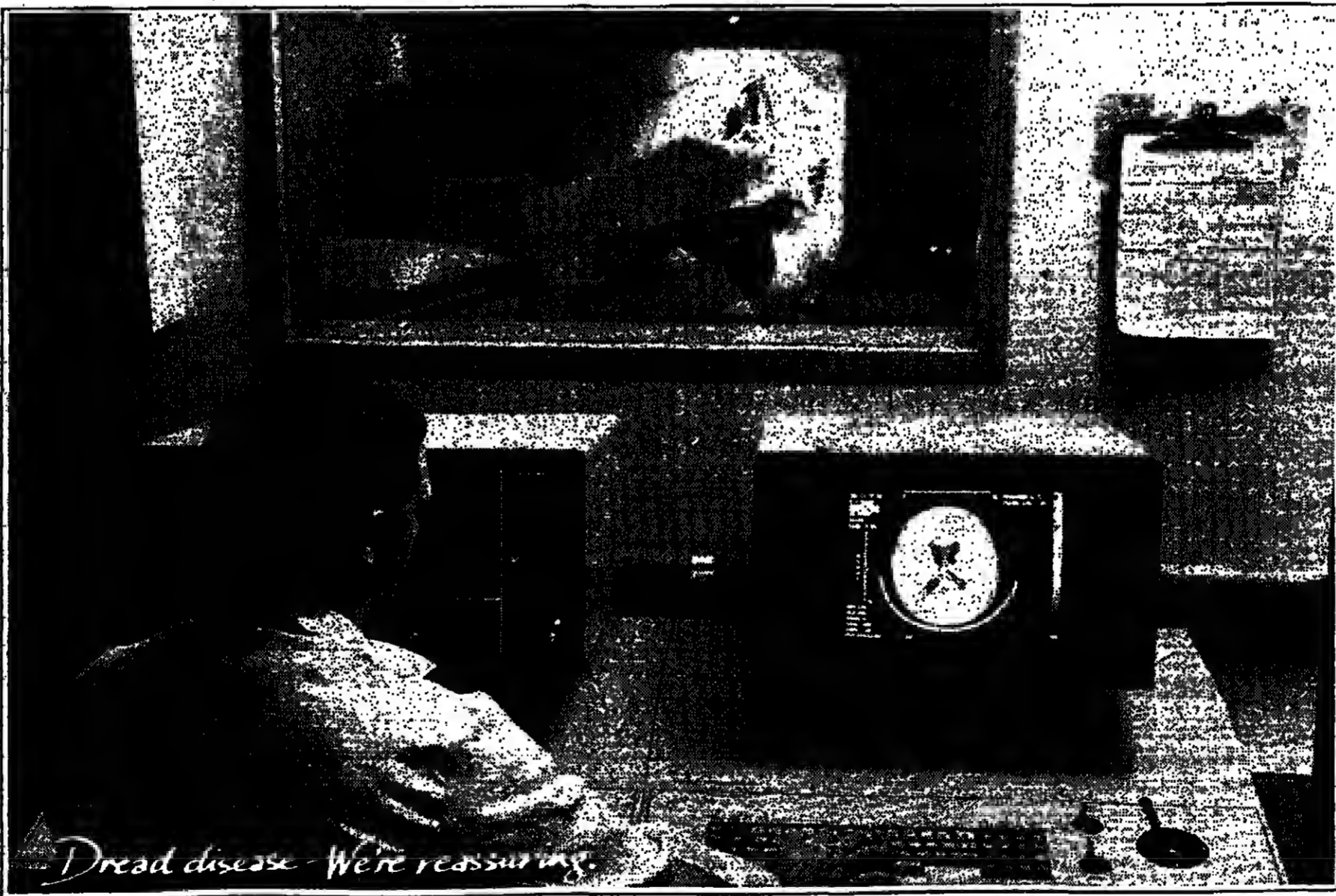
FRANCE'S Gaullist party tried to bring down the Socialist Government on Monday night, but its censure motion failed miserably and predictably.

The censure motion was targeted on the Government's four-year military equipment law, which would scale back the rate of growth of weapons spending.

In the event, the Gaullists failed to rally the other conservative parties, and were even deserted by some of their own members. The final vote was 153, far below the 288 required.

The main result has been to underscore, yet again, the damaging divisions on the French right. What made Monday night's censure motion so deplorable for the image of the right, was that everybody knew in advance it would fail.

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OVERSEAS NEWS

Rebels' peace plan for Sudan 'wins support'

By Mike Hall in Lilongwa, Malawi

SOUTHERN African leaders have given support to peace proposals by the rebel Sudan People's Liberation Movement, according to diplomats in the region.

Colonel John Garang, chairman of the SPLM and leader of its military wing, the Sudan People's Liberation Army, is touring neighbouring countries to gain political support for a four-point peace plan presented to the new military government in Khartoum in August.

So far he has held talks with the presidents of Zimbabwe, Zambia, Malawi and Botswana. He held talks with President Joaquim Chissano of Mozambique at the weekend.

Sudan's government has criticised the southern African nations for allowing Garang to visit, saying the countries should "help in solving Africa's problems instead of receiving outlaws."

"It is a mission for peace," Col Garang said. He had received a "very positive" response to his proposals from the leaders he had met.

The SPLA, which is based in the Christian and pagan south of Sudan, has been involved in a six-year war against succes-

sive Muslim-dominated governments in the north.

"The SPLM peace programme calls for unity, when the government calls for separation. All African heads of state support unity in the context of justice and equality for all," he said.

Last week a group from southern Sudan presented a petition to the military government calling for a separate state in the south. Col Garang said this was a "gimmick".

The SPLA's proposal, which is being considered by the government of General Omar al-Bashir, who seized power in June this year, calls for a "broad-based government of national unity," he said.

A new government, involving all non-sectarian political parties and an alliance of trade unions, should be set up. This would be supported by a new army, including his own forces.

A national constitutional conference and free general elections would follow.

Although Col Garang denied he was looking for material support from southern African states, diplomats said non-military aid was likely to be forthcoming.

Burma outlaws privilege for ousted military men

By Chit Tun in Rangoon

THE STATE Law and Order Restoration Council of Burma has made it a criminal offence for ousted military servicemen to describe themselves as "retired", or to display the military rank they held while in service.

The law applies to all military personnel who were "removed, dismissed or cashiered or granted only a gratuity for their military service". It also applies to former military personnel who are convicted of criminal offences specified by the defence ministry.

Those found guilty face prison sentences of up to five

years and/or a fine of up to kyats 5,000 (\$679). The purpose of the law is to prevent disgraced military personnel from enjoying the prestige and respect normally shown to members of the armed forces by Burmese society.

U Tin U, president of the opposition National League for Democracy, will no longer be able to describe himself as a former general and a former chief-of-staff of the Burmese armed forces because of his involvement in a coup attempt soon after his retirement in 1976 and as a result of the seven-year prison sentence he received for this offence.

UN cuts aid rations to Cambodian refugees

THE United Nations has cut its food rations to the largest Cambodian refugee camp because some of its aid has been diverted to guerrillas fighting inside Cambodia, relief sources said yesterday, AP reports from Thailand.

Sources said food aid at Site Two was cut by nearly 30 per cent after disclosures that refugees were selling or otherwise diverting the food to the military.

Site Two houses more than 150,000 followers of the Khmer People's National Liberation Front, one of three major guerrilla groups fighting the pro-Hanoi government in Cambodia.

The KPNLF recently launched an offensive against the Cambodian army from its bases along the Thai-Cambodian border and claimed to have scored major successes.

A spokesman of the UN Border Relief Operation, Robert Burrows, said regular rations to the residents of Site 2 had not been reduced.

"Unhro has regrettably decided to suspend further delivery of administration workers' rations and some of the social rations pending clarification of their use," he said.

Administration rations are given to Cambodians at the camp who help distribute food to the general population or otherwise help with administration of the camp. Social rations are special food supplies given to certain well identified groups such as single-parent families.

Relief officials note that diversion of food, medicine and other humanitarian aid provided by aid agencies to the refugees has been going on since the program began a decade ago.

Some said officials privately have been especially critical of the aid being supplied to Khmer Rouge guerrillas, who exercise rigid authority over civilians under their control.

Human rights organisations have cited numerous human rights abuses at the Khmer Rouge camps, where monitoring of international aid is far more difficult than in camps of the KPNLF and a group loyal to resistance leader Prince Norodom Sihanouk.

Power-brokers maintain Afghan stalemate Christina Lamb examines the effects of wavering foreign support on the mujahideen

THE theory goes that if something is said often enough, people start believing it. The US and Pakistan conduct their Afghan policy on this basis.

Officials repeatedly state that the US-backed Mujahideen have stepped up military activity and that their interim government is getting its act together.

One can cry wolf too often, it seems. Western embassies fled Kabul when the US and Pakistan said the regime of President Najibullah could not survive once the Soviet troops had left; they were believed that Jalalabad would fall within a week of the Mujahideen attack in March; and the assumption that Mr Najibullah's People's Democratic party (PDDPA) has no grassroots support goes unchallenged.

But as winter nears they are finding it increasingly difficult to convince people that the Mujahideen can miraculously reverse their battlefield fortunes and win the war.

Military pressure is necessary even if the sides decide to negotiate, in order to get the best possible deal. But the question is, where is it? Few commanders are actually fighting at present, which in US terminology is "late-fighting season," and rockets on Kabul do little more than alienate the civilian population.

Moreover clashes between the seven resistance parties are becoming increasingly violent.

The key for a military victory is Kabul and two of the strongest groups in the area, those of fundamentalist leader Gulbuddin Hekmatyar and Commander Ahmad Shah Masoud, are fighting each other after one of Hekmatyar's com-



Stalemate: a US-armed Mujahideen fighter examines a bomb dropped by the Soviet-backed regime

manders reportedly massacred 32 of Masoud's men.

Yet, despite the cost in lives and strained relations with the Soviets, the Bush Administration seems determined to "fight to the last Afghan." A European diplomat complains, "the policy is naive, simplistic and almost untenable."

It could be argued that there is no policy. At the same time as pushing for a military victory, the US is not supplying the quantity or type of arms necessary.

The Spanish mortar shells they have promised to send are too sophisticated for the Mujahideen. Commander Mohammad Tabir argues "the Americans must make up their minds. Either they support this war strategy wholeheartedly or they find an alternative."

What worries people is the apparent lack of effort being put into finding a political process to bring about a ceasefire and broad-based government to end the 10-year war which has claimed 1.5m Afghan lives.

Yaqub Khan, Pakistan's Foreign Minister, went to Washington in June with a list of alternatives but was firmly told there should be "no fallback position".

When Benazir Bhutto took over as Prime Minister in December, she agreed not to interfere with Afghan policy and has not done so. Policy is still formulated in CIA.

There was brief optimism when Ms Bhutto removed Gen Harid Gul, the head of Inter Services Intelligence (ISI), the military organisation which had been both implementing

and formulating Afghan policy. It was committed to a military solution, preferably led by Hekmatyar, who receives the lion's share of US arms. However, Gen Gul's replacement, Gen Kadir, apparently threatened to resign recently, unable to get ISI to co-operate with him.

Despite the increasingly isolationist stand of Hekmatyar, ISI commanders refuse to drop him and are so keen to get their man into Kabul that they organised a huge rally for him to scare the US from backing away from him.

Although the moderates among the Mujahideen leaders are eager for an end to the war they do little themselves to find a solution.

Even if the US is right that

no one accepts Mr Najibullah, analysts are beginning to question whether the Mujahideen leaders have popular support. No one is defecting to the Mujahideen government which has made no attempt to become more broad-based.

President Najibullah is the only card the Soviets have and though they have previously indicated a willingness to drop him, they will not do so while there is no credible political process to bring about peace.

Qadratullah Ahmad, the Afghan Chargé d'Affaires in Islamabad, complains that all initiatives are coming from the regime side.

"We have proposed a ceasefire 56 times and presented 33 proposals to solve the crisis." Although Mr Najibullah has survived without Soviet troops though plenty of hardware, the US seems to believe it can only induce the Soviets to give him up by insisting on the Mujahideen interim government which US officials admit, privately, has failed.

US diplomats who have doubts about the wisdom of current US policy have left Pakistan. The CIA line of "military victory or bust" prevails. In fact after a battle with ISI over accountability of arms distribution, and the removal of General Gul, the CIA is more directly involved.

Some diplomats attribute the US failure to come up with a new initiative to the war to the Vietnam syndrome.

Almost all those associated with Afghan reporting in Islamabad and old Vietnam hands and openly talk of wanting revenge for the defeat in Indochina which can only be satisfied by a Mujahideen government in Kabul.

US report says 'Soviets are still operating missiles'

IT APPEARS likely that the Soviet Union still has advisers in Afghanistan despite a pledge to withdraw all its forces, a White House spokesman said yesterday, Kenter reports from Washington.

"I don't have any comment on intelligence information," Mr Matlin Fitzwater, White House spokesman, said in response to a report that Soviet advisers were assisting the Afghan military in using missiles against rebel forces.

But "it seems a likely conclusion," Mr Fitzwater added, declining to elaborate.

The US Government is believed to have evidence that Soviet advisers are still in Afghanistan, firing Scud missiles at guerrillas, despite the Kremlin's assertion that all Soviet troops have been withdrawn.

US newspaper reports said a confidential report stated that all functions connected with security, transport, storage

and the launch of Scud missiles were handled by Soviet advisers wearing Afghan uniforms.

The report was prepared by US intelligence agencies for the State Department and the White House, it was claimed.

According to the New York Times, US officials said the presence of Soviet advisers might violate the Geneva accord of April 1988, which required the withdrawal of all Soviet troops by February 15

this year.

Mr Peter Tanssen, the US special envoy to the Afghan guerrillas, is quoted as saying there were at least 300 Soviet advisers in Afghanistan.

Other Soviet officials are alleged to have helped in planning operations, repairing equipment and training Afghan personnel.

Mr Peter Tanssen, the US special envoy to the Afghan guerrillas, is quoted as saying there were at least 300 Soviet advisers in Afghanistan.

Other Soviet officials are alleged to have helped in planning operations, repairing equipment and training Afghan personnel.

The paper said the reported presence of Soviet advisers was not the only reason for the survival of the Kabul gov-

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AMERICAN NEWS

Farmers to fight insurance ruling

By Louise Kehoe in San Francisco

FARMERS Insurance Group, the California-based insurer owned by BAT Industries, has stepped up its battle against insurance regulation in California, its biggest market, with a challenge to the authority of the State's Insurance Commissioner.

Farmers said it would go to court to seek a stay of action upon a state-wide motor insurance premium rate freeze imposed by California Insurance Commissioner Roxani Gillespie last week.

Mrs Gillespie announced the freeze after Farmers had said it would increase its rates by an average of 5.8 per cent on November 1. The insurer said losses in the state's assigned risk plan, under which high-risk drivers can obtain auto insurance, made the increases essential. Farmers said it was losing \$250,000 a day as a result of its mandated participation in the plan.

On Friday, Farmers said it would go ahead with its rate increases, despite the freeze order.

Yesterday Farmers said it would ask the court to clarify several legal matters relating to the freeze including the authority of the Commissioner to impose the freeze.

The State of California represents the largest regional motor insurance market in the world with \$12bn in premiums collected annually.

Regulation of California's casualty and liability insurance market was dramatically reformed by the passage of Proposition 103 last November. The ballot measure called for rate cuts of over 20 per cent.

Insurers have fought bitterly against the cuts. Last year, they won a state Supreme Court ruling that they have the right to make a "fair return". Since then hundreds of insurers have appealed for exemption from the rate cuts.

Mrs Gillespie, who is charged with hearing these appeals, has been under attack by consumer groups for allegedly stalling the implementation of Proposition 103. Her moves to assuage consumers have now, however, angered the insurance industry.

L America summit on cocaine

PROTECTED by army troops and 3,600 policemen in a remote Peruvian village, the presidents of Peru, Colombia and Bolivia will meet on Tuesday to discuss developing a common cocaine strategy, AP writes from Lima.

The meeting was expected to include criticism of U.S. President George Bush's emphasis on military aid against the cocaine trade.

The United States has recently sent Colombia helicopters and other hardware to help fight the drug traffickers, who responded to the Government crackdown by declaring war on Colombian institutions.

Mr Bush has also recently announced \$26m dollars in aid to Colombia, Peru and Bolivia to fight the cocaine trade.

Both Peru and Bolivia have called for further economic aid from the United States to provide alternate sources of income to the thousands of peasants growing coca, the raw material for cocaine.

Its, a remote town of 350,000 inhabitants in the desert 185 miles (300 kilometers) southeast of Lima, has limited road access for better security.

The meeting will be followed by a summit of the Group of Eight Latin American countries on Wednesday.

US evacuates Panama rebels

By Tim Coone in Panama City and Nancy Dunne in Washington

THE surviving leaders of last week's attempt to topple Panama's strongman, General Manuel Antonio Noriega, have been flown to the US.

Fourteen rebel officers of the Panamanian Defence Forces (PDF), and 26 of their relatives arrived at a military base in the US on Sunday after being flown out of Howard US Air Force base in Panama.

Meanwhile, more has emerged about why the coup failed. Mr Pete Williams, spokesman for the Pentagon, said there had been an argument between Major Moises Giroldi Vega, the coup leader, and his co-plotters about what was to be done with General Noriega. The major insisted that the general not be turned over to the US, where he is wanted on drugs charges. Dur-

ing the argument, the general was able to get a message to his backers and summon help.

The US was informed that the coup would take place last Monday if Gen Noriega came to his headquarters. If he did not appear Monday, then it would happen Tuesday.

"There is evidence now that there was some confusion among the plotters about whether in fact there would be a coup on Tuesday," Mr Williams said.

Mr Martin Fitzwater, the White House Press Secretary, continued to defend the Bush Administration's role and the decision not to send in US armed forces to assist the plotters. The White House "had plenty of information," and had no doubt about "the correctness of the decision."

He said the Panamanians would be treated as refugees.

According to the Washington Post, the refugees, in hiding in Miami, include Capt Javier Lacomba, the highest-ranking coup leader who survived.

The group is also said to include Mrs Adela Bonilla Giroldi, widow of the coup leader, and her two sons.

Major Giroldi was buried in Panama City on Monday at a funeral attended only by his family and journalists. After the ceremony, relatives of the dead officer accused General Noriega's regime of summarily executing the rebel officers taken prisoner during the coup.

Concern is growing for 37 rebels arrested after the coup attempt who have not been seen since.

Bush set to reject special aid for HDTV

By Peter Riddell, US Editor, in Washington

THE Bush administration is now certain to reject a policy of specific assistance for high definition television instead of adopting a broader-based programme of removing barriers to the development of new technologies.

Proposals are now being prepared for presidential decision towards the end of the year, including tax credits for research and development, and relaxation of anti-trust rules to allow the formation of production consortia, as well as the reduction in capital gains tax now being debated by Congress.

The shift in approach has

been signalled in recent comments by Mr Robert Mosbacher, the Commerce Secretary, who earlier this year was a strong advocate of singling out HDTV for help.

HDTV, which offers a much sharper television picture, is being developed by both Japanese and European groups.

American electronics groups have called for government help to ensure that the US is a leading force in what is expected to be a rapidly expanding market in the 1990s.

However, Mr Mosbacher has said that HDTV cannot be treated as a special issue. He has rejected measures specifically aimed at HDTV, though these may still be pursued in Congress.

Mr Mosbacher said he expects the current inter-agency review to "come forth with some relief" in the anti-trust area.

The change not only reflects the acceptance by Mr Mosbacher and his advisers that HDTV needs to be seen as part of a larger "telecommunications/information age problem", but also more specifically the strong opposition of other members of the Bush administration to anything which smacks of an industrial policy.

Mr Bush has also recently announced \$26m dollars in aid to Colombia, Peru and Bolivia to fight the cocaine trade.

Both Peru and Bolivia have called for further economic aid from the United States to provide alternate sources of income to the thousands of peasants growing coca, the raw material for cocaine.

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Mosbacher: shift of approach

Mexico to end newsprint monopoly

MEXICO will end a government-controlled monopoly on the import and sale of inexpensive newsprint. President Carlos Salinas de Gortari, has said, AP-DJ reports from Monterrey.

The monopoly has been used in past years to retaliate against newspapers that failed to toe the government or ruling Institutional Revolutionary Party's line by making it difficult or expensive for dissenters to buy newsprint elsewhere.

Mr Salinas was greeted with a standing ovation and shouts of "bravo, bravo!" when he told 450 members of the Inter-American Press Association meeting in this northern city that Mexico's Importadora de Papel (PIPSA), which is jointly owned by the government and long-established newspapers, would be sold.

"Allow me to announce that once we sell PIPSA, we will allow free and total importation of newsprint, and thus

avoid a monopoly by certain groups that could affect freedom of press expression."

PIPSA imported newsprint from the US and distributed it among affiliated newspapers, virtually all of which were sympathetic to the Institutional Revolutionary Party.

Mr Salinas has been pressing for the monopoly to end as part of a campaign to cut government subsidies and encourage competition in the free market and greater press freedom.

Menem at last makes public a private intention

Dirty war pardon was decided a year ago, writes Gary Mead

THE contradiction between private aims and public pronouncements is something Argentines are beginning to get accustomed to. President Carlos Menem's decision to extend a presidential pardon to those involved in the so-called "dirty war" of the late 1970s, was one of the more blatant examples.

Indeed, early last Saturday Mr Menem said he had still not fixed a date for the amnesty; but not only had he already signed the four decrees the evening before, but at least a year ago he and his closest advisers had made it privately clear to Vatican diplomats in Buenos Aires that if he won the presidential election he would grant an amnesty.

Before and after his presidential election success in May, Mr Menem said he intended to let the normal judicial process take its natural course. Those already in prison for human rights offences committed during the "dirty war" would serve their time; those awaiting trial for similar horrors would be required to face the courts; army rebels who mutinied on three occasions between April 1987 and December 1988 would face punishment for their indiscipline.

Soon after winning the Peronist party primary in July 1988 Mr Menem went on a European tour which aides admitted was largely undertaken to improve his image abroad. Mr Menem was widely reported back in Buenos Aires as saying at his press conference in Paris that two laws passed under President Radl Alfonsín - the Due Obedience and Final Stop laws - "put paid to the possibilities of reopening the investigations concerning the disappeared in Argentina". According to official estimates almost 9,000 unresolved cases of disappeared people are still on the books; Mr Menem claims that 30,000 vanished.

At the Paris press conference Mr Menem said he "did not accept" the Due Obedience and Final Stop laws, which were passed under military pressure, and limited human rights trials to top-ranking officers. But he added: "The trials which are currently going on will continue their course."

Some would argue that somewhere along the line Mr Menem has learnt Mr Alfonsín's lesson, which is that the military's pressure is the only one that counts in Argentina. He just could not come to accept it enough to stop saying he was against an amnesty.

Pressure there has been. As recently as the end of last month General Isidro Caceres, chosen as army chief of staff by President Menem, took the unusual step of dining with half a dozen Argentine journalists. He informed them that the President's delay in announcing the amnesty could not drag on beyond October 13 without grave consequences.

On October 13, (retired) General Santiago Rivero, former head of Argentina's largest army base, Campo de Mayo (site of two rebellions since April 1987), was due to face a court on charges relating to 50 murder and torture cases.

The most best-known figure to be freed are ex-president General Leopoldo Galteri, who

along with his fellow junta members Admiral Jorge Anaya and Brigadier Basilio Lami Dozo led the Argentine invasion of the Falkland Islands.

They are joined by 39 other high-ranking army and navy officers (most of them retired), 64 known guerrillas (the vast majority in exile), and 174 (predominantly army) dissidents from the armed forces, the most famous being Colonel Mohamed Ali Seineldin and Lieutenant Colonel Aldo Rico, who led armed rebellions under ex-President Alfonsín's administration, precisely to press the civilian government into conceding a blanket amnesty of the sort now granted by President Menem.

Colonel Seineldin served four years in Panama between 1984 and 1988, two of them as "military adviser" to General Manuel Noriega.

Argentina's most famous prisoner, former Montonero guerrilla leader Mario Firmenich, is for the moment to remain in jail, along with seven military and police leaders already sentenced for their crimes during the "dirty war". But they too are likely to be freed before the end of this year, according to what President Menem said on Saturday.

In neighbouring Uruguay in

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Menem heard the click of the pistol to his head.

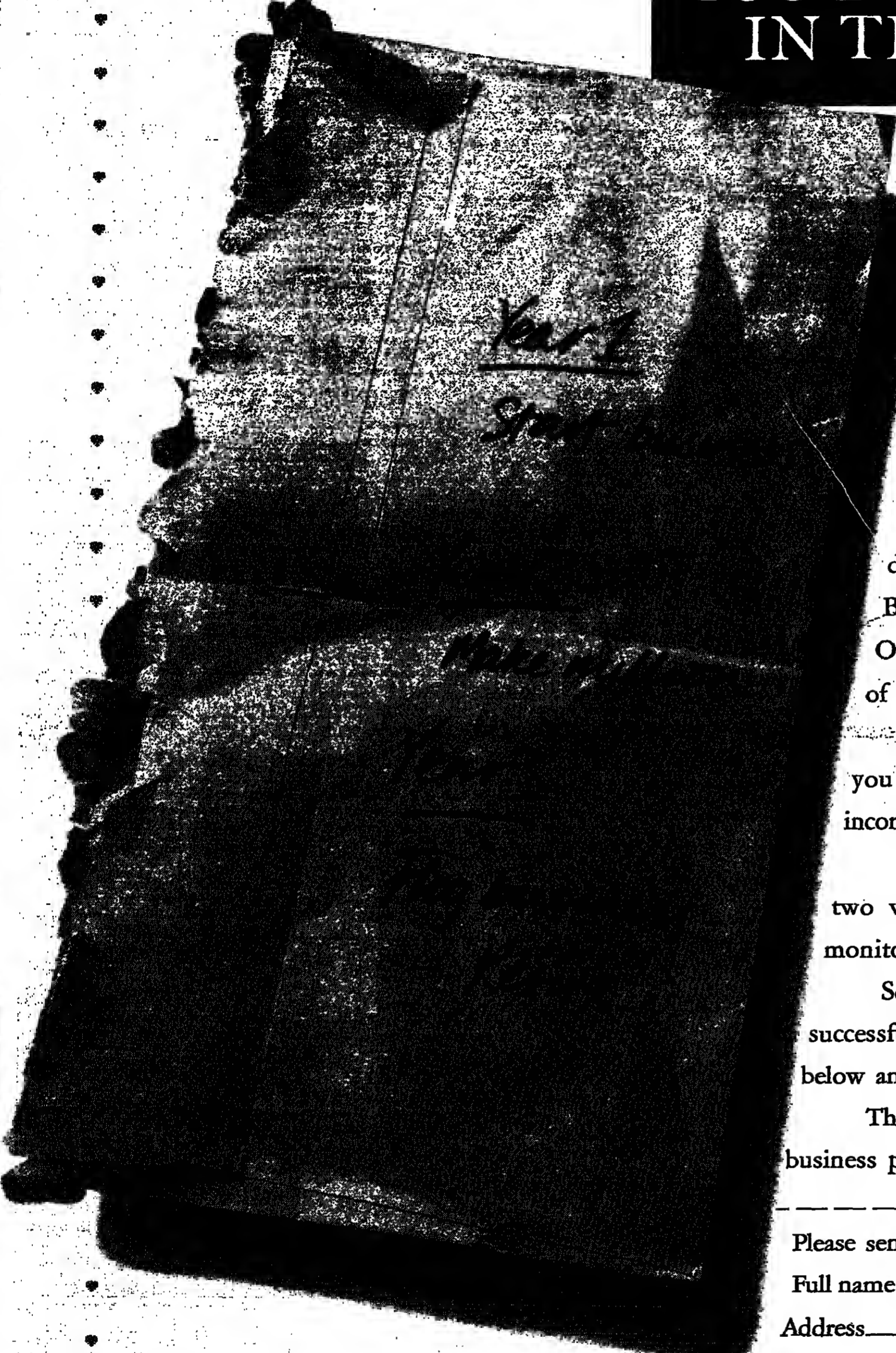
April the population voted to keep a general amnesty in place for those accused of human rights violations during Uruguay's 1970s dictatorship and the issue has died away.

Mr Menem could have been confident of winning such a pro-amnesty vote in Argentina. As it is, the popular mood has possibly been satisfied, but the substantial minority against a general pardon has been given ammunition for future complaint. And the military rebels will undoubtedly be drinking deep to what they, with some justification, will regard as a vindication of the policy of talking forces into their own hands.

Neither Mr Alfonsín nor Mr Menem have fully scotched the military threat in Argentina; both have shown themselves willing to accept that the pistol placed against the heads of their democratically elected civilian governments by a minority of right-wing officers contains real bullets.

It could be argued that Mr Menem has less excuse for quietly forgiving murderers of the past than did Mr Alfonsín. Not only did more Peronists die at the hands of the dictatorship (according to Mr Menem), but he commands much wider support than did Mr Alfonsín at the end of his term.

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WORLD TRADE NEWS

Glass plant row could hit Fiat's Spanish deal

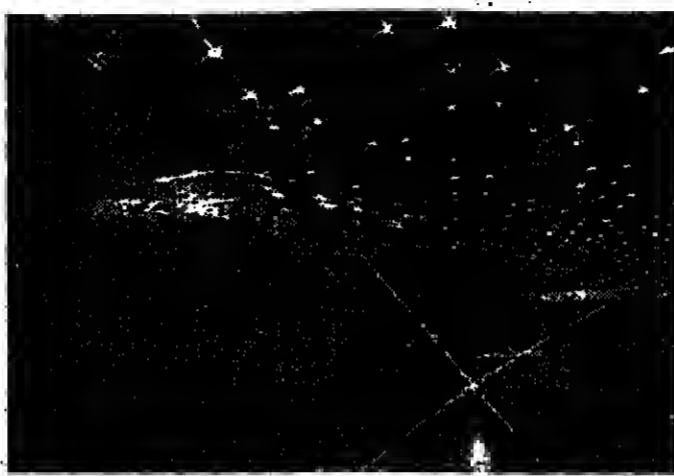
By John Wyles in Rome and Peter Bruce in Madrid

AN on-off plan by an Italian state-owned company to build a float glass plant in the northern Spanish port city of El Ferrol is threatening to sour relations between Rome and Madrid, embarrasing the Spanish Socialist Party's general election campaign, and possibly damage the Fiat Group's chances of acquiring Spain's heavy vehicles producer, Enasa. These are the international ramifications of July's decision by Enim, the smallest of Italy's state industrial holding companies, to shelve the project on the grounds that it would be uneconomic. The Enim subsidiary, Società Italiana Vetro (SIV), decided to build the plant last October after hard lobbying by the Spanish authorities in Madrid and Galicia, who were keen to attract new investment to Ferrol, badly hit by the decline of shipbuilding and other traditional industries. Madrid offered to put up Ptas 9.4bn of the then estimated cost of the plant - Ptas 15bn (\$175bn). In addition, the Galician government agreed to contribute Ptas 350m towards retraining the 400-odd workers who would be employed there. The project was conceived as an important pillar in SIV's ambitious expansion plan which has seen its turnover nearly triple from L300bn to L800bn since 1985. A plant supplying glass to the car industry was opened at Sagunto at the start of last year and the new plant would add 150,000 tonnes a year to the Italian company's float glass capacity. Problems arose when SIV inspected the terrain earmarked for the new plant. The company's engineers judged construction costs at about L218bn. Enim's executive committee, concerned at SIV's declining profits from L40bn in 1987 to L20bn last year, decided in July that the investment should not go ahead because it would be uneconomic. The company's chairman, Mr Francesco Landeschi, who had enthused about the plant at last year's signing ceremony in Madrid, resigned shortly afterwards for health reasons. Telephone and letter traffic between Madrid and Rome intensified. Spain's prime minister Felipe Gonzalez is said to have expressed his concern to Mr Bettino Craxi, the leader of the Italian Socialist Party. Mr Gianni De Michelis, Italy's Socialist foreign minister, called the SIV management into the Foreign Ministry last month to explain. At the end of last month, Enim's executive committee gave only a little ground, requesting SIV to produce fresh proposals for a float glass plant "or other valid investments" to be located in Spain. Publicly, no deadline has been set for the production of a new plan, but it seems every effort is being made to produce a decision before the Spanish election on October 29. Mr Claudio Aranzadi, Spain's Industry Minister, said last week that there was no justification for SIV's arguments about "excessive cost". "It is difficult to imagine that a float glass plant receiving a subsidy of 50 per cent of the total investment cannot be profitable," he said. "I have said as much to my opposite number, the Industry Minister in Italy, and to SIV's board." SIV challenges the assertion that the subsidy is worth 50 per cent, arguing that a proportion of the aid has to be included and taxed in future profits. But the company refuses to reveal its detailed costs and the bases for concluding that the plant would be uneconomic. No one appears yet to have broached the subject of a different, more suitable site, which could restore the original estimates of cost and profitability.

The MD-11's complex flight path to airworthiness

McDonnell Douglas is in a dilemma over the certification of its wide-body tri-jet, writes Paul Betts

McDONNELL DOUGLAS is facing a delicate dilemma over the certification of its new wide-body 300-seat passenger tri-jet, the MD-11, which will replace the DC-10 and is scheduled to make its overdue flight debut in December. On the surface at least, certification of a new jet airliner may appear to be a relatively routine, albeit complex and time consuming, operation, a bit like applying for planning permission for a big development project. But the different airworthiness standards for new or derivative jets imposed by the US Federal Aviation Authority (FAA) and those of European civil aviation organisations have turned certification into a headache for commercial aircraft manufacturers and a source of transatlantic trade friction. The immediate question for McDonnell Douglas is whether to ask the FAA to certify its new long-range aircraft as a derivative of the DC-10 or apply for a new product licence. Senior company officials say their preference is to opt for new aircraft certification for the MD-11. But they also admit that the decision, which must be taken before December, will be "a close call". New aircraft certification has attractions for McDonnell Douglas, not least the psychological advantage of clearly distinguishing the new three-



The MD-11: Is it a new aircraft, or a derivative of the DC-10?

engine jet from the DC-10 and its chequered image. It is also likely to make certification of the aircraft by the European aviation authorities much smoother and avoid embarrassing last-minute problems like those Boeing faced last summer with its new 747-400 jumbo. Boeing is being forced by the European airworthiness authorities to carry out modifications on the 747-400, which was certified by the FAA as a derivative. McDonnell Douglas could face similar problems if the aircraft was certified as a derivative in the US, especially since the European authorities have already said they considered the MD-11 as a "consider-

ably updated version of the DC-10". However, the new aircraft certification procedures could take longer than those for a derivative, risking a further delay in the MD-11 programme in which first customer deliveries are due to start at the end of next year. Officials say the overall programme is about five to six months behind schedule and the company is trying to accelerate the production rate to be back on its contract schedule with airlines by 1993. This will involve increasing shifts and reducing final assembly cycle times to boost annual output from 50 to about 62 aircraft to meet the company's growing MD-11 order book, currently totalling 315 aircraft, including 117 on firm order from 29 different countries. McDonnell Douglas does not expect the new aircraft certification programme to take longer than derivative certification. Should it take longer, however, company executives acknowledge they will have to weigh up carefully the options. Any additional delay would inevitably upset airline customers but also narrow the gap between first deliveries of the MD-11 and its Airbus A-340 rival due to make its flight debut in summer 1991 and to enter service in September 1992. Apart from the time factor, new aircraft certification could also give McDonnell Douglas, which plans to launch a stretch and an advanced stretch version of the MD-11 just six months after the Boeing 747-400, a competitive handicap compared with new Boeing derivative models in the US because of the so-called "two second" rule contained in amendment 42 of the federal airworthiness regulations. Under this rule, for new aircraft pilots are required to have two seconds, instead of the one required for derivative aircraft, to make up their minds before deciding whether to take-off or abort take-off. One second can make a big difference in the economics of an airline because it reduces the payroll and performance at

take-off. "For the MD-11 you are talking about 700ft-800ft in additional runway and about 10,000lb of weight," explained a McDonnell Douglas official. McDonnell Douglas is arguing that the FAA should modify its rules to set a common standard on this issue. The European Airbus consortium claims new versions of the Boeing 737 certified as derivatives have had an unfair advantage over the new Airbus A320 150-seat twin-engine aircraft in the American market. "We are not playing on a level playing field. All aircraft should have the same stringent certification requirements," said a senior Airbus official in Toulouse. In turn, Boeing has made no secret of its suspicion that the problems over European certification of its new 747-400 jumbo last summer were in part a ploy to make life difficult for the world's largest commercial aircraft manufacturer at a time when the US has continued to campaign against state subsidies to Airbus. For its part, McDonnell Douglas, while siding with Boeing on the Airbus subsidy dispute, appears to agree with the European consortium on the need to streamline airworthiness standards in the US. McDonnell Douglas is now looking for joint venture risk-sharing partners for its advanced stretch MD-11 programme, which will involve the development of a new wing and cost between \$1.5bn and \$2bn compared with the \$500m-\$750m development costs for the MD-11. It is talking to a number of potential Asian and European partners, but not with Airbus. However, the most encouraging signs appear to be coming from Lockheed, the Californian group which has opted out of the commercial aircraft manufacturing business but is keen to become a subcontractor for other commercial aircraft makers. "There is a dialogue with Lockheed and something could happen there," confirmed a senior McDonnell Douglas executive.

Norway-US trade clashes grow

By Karen Fosell in Oslo

CONFRONTATION has been growing between Norway and the US over the 1988 Omnibus Trade Bill, which Norway claims lowers the threshold for US companies to voice complaints against foreign competitors. US companies have been more active in challenging possible violations of the trading code under the General Agreement on Tariffs and Trade, and Norway has become embroiled in disputes ranging from ship-

building to fishing, to agriculture. Norway fears a move is afoot in the US to block the American navy's purchase of Norwegian-made Penguin air-to-sea missiles unless Oslo reconsiders a bid for electronic toll collection equipment said to have been promised to the US-based Amtech, but awarded to a Norwegian-West German joint venture. Another dispute centres on a US threat to boycott imports of

Norwegian fish unless Norway changes its whaling policy. The Shipbuilders' Council of America has accused Norway of violating Gatt and OECD rules for shipbuilding and repair industry subsidies. A further case centres on an air transport accord. In another dispute, Denmark's Veritas (DnV), the Norwegian ship classification society, has allegedly been forbidden to set up operations in the US.

EC TV rule to be taken to Gatt

By Nancy Dunne in Washington

MRS Carla Hills, US Trade Representative, yesterday said the US would take its complaint that a recently-approved EC Broadcast Directive is "blatantly protectionist", to the General Agreement on Tariffs and Trade. Hills said the directive, which contains a non-binding provision urging majority European local content in programming, discriminates against US and other non-EC film goods. US concern was heightened, she said, by "press reports that the EC is pledging hundreds of millions of extra dollars in subsidies to European producers and writers that could enable European productions to gain unfair advantage over non-subsidised, non-EC productions".

Meanwhile, a US Congressional delegation was in Brussels complaining about the directive. Members said they were told that the measure was a political commitment rather than a legal obligation. The directive calls out conditions under which broadcasters in Europe will be able to transmit throughout the EC. US officials say it violates two Gatt articles - it gives preferential treatment to non-EC European countries, and could impose limits on US TV programmes which are not reciprocal. The directive is to go into effect in most EC states in the next year. Until then, the US cannot go to Gatt to seek damages, but it can request formal consultations.

The surge in imports of American TV programmes has raised concern in Europe that its culture is being threatened. This, Mrs Hills said, was a "falsus in arguendo" argument. "We do not understand why Spanish culture is more protected by a film produced in Germany by 'Europeans' than by a Spanish film of Mexican origin, or why English culture is promoted more by a film produced in France by 'Europeans' than by a film of New Zealand origin." The directive has also alarmed Mr Robert Mosbacher, US Commerce Secretary, who last week suggested that US support for the 1992 process is threatened by local content requirements in TV programming and other areas.

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FT-NORDIC CONFERENCE Gorbachev 'could be out within two years'

By John Burton in Stockholm

MR Mikhail Gorbachev, the Soviet leader, will probably be ousted within the next two years and an authoritarian regime dedicated to economic reform assume power, a leading Soviet expert predicted at the Financial Times conference on Europe and the Nordic region, in Stockholm yesterday. Dr Anders Aslund, director of the Institute of Soviet and East European Economics at the Stockholm School of Economics, outlined a scenario for the Soviet Union analogous to Chile under Gen Pinochet. Perestroika could not succeed without deregulating prices, which would prove almost impossible due to widespread opposition. To promote economic reform, it was necessary to weaken the bureaucracy. The only means available was democratisation. Unless Mr Gorbachev made a leap soon to a market economy, he would be overthrown as conditions worsened. A likely successor would be Prime Minister Nikolai Ryzhkov. Gerhard Helberg, chairman of Aker, the Norwegian industrial group, said Nordic companies had little alternative but to invest in EC countries as long as Norway, Swe-

den and Finland refused to join the EC. "But this will mean less investment at home, which will affect employment," he warned. Nordic companies were allying with each other to compete better ahead of 1992. Mr Kai Hammerich, executive Vice-President at Saab-Scania, said tensions would grow between Nordic companies and governments over the EC. "Business is becoming more international-minded than politicians who will have to respond more to decisions taken in Brussels over which they have no influence." Sir Michael Butler, executive director of Hambros Bank, suggested Nordic companies might engage in hostile take-overs to establish an increased presence within the EC. Mr Anders Ljung, executive vice-president, Svenska Handelsbanken, said another possibility was for Nordic companies to relocate HQs on the Continent, a course already pioneered by ASRA, Tetra Pak and IKEA. Mr John Quilter, group director for merchant banking at Scandinavian Bank Group, predicted that Nordic companies might become interested in leverage buy-outs as one means of corporate acquisition in the EC.

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National Westminster Bank PLC NatWest announces that with effect from Wednesday 11th October 1989 its Branch Standard Rate is increased from 29.75% to 31.75% p.a. (Branch Standard Rate is charged on borrowings arising without arrangement. Any such borrowings regulated by the Consumer Credit Act 1974 are also varied accordingly.)

UK NEWS

Water shares discounted to promote offer

By Clare Pearson

CUSTOMERS are to be offered £20 off a £250 investment in their local water and sewage businesses when the former authorities are floated on the stock market next month.

Shares it was also announced yesterday along with details of the share incentives. The exact investment floor will not be known until the issue price is set.

Share-buying water customers must opt for either a £20 discount off every investment of about £250, up to a maximum (fully paid) investment of £3,750, spread between the second and third payment instalments, or one free share for every 10 they are allocated in the offer, up to a maximum investment of about £7,500 (fully paid) to be awarded after three years.

Since there is no household limitation on eligibility, about 96 per cent of individuals in England and Wales qualify for the cash discount or bonus shares, as well as for preferential allocations. This is substantially more than under the British Gas share offer.

Investors will not qualify for these benefits if they fail to register their interest with The Water Share Information Office, before a cut-off date - as yet unannounced - in the early part of next month.

Record fall in visitors to London

By David Churchill, Leisure Industries Correspondent

LONDON experienced its biggest fall for a decade in the number of tourists and business visitors coming to the capital last year according to figures released yesterday by the London Tourist Board.

Spending habits of the plain Briton

By David Barchard

NEARLY TWO Britons in three are terrified at the thought of being left without £100 in the world, yet nearly a million people never carry cash.

Three quarters of the British say they are so indignant at the thought of having to pay an annual fee for credit cards that they would hand them back if asked to do so.

Project pull-out cuts UK warship options

By David White, Defence Correspondent

THE BRITISH government's search for an alternative warship partnership after its sudden withdrawal from a £12bn Nato frigate project has run into an unexpected hitch.

many, the Netherlands and Spain, broadly represents the nations backing the US-controlled bidder for the ship's anti-missile system, the Nato Anti-Air Warfare System (NAAWS).

Scots solicitors lose monopoly

By James Buxton, Scottish Correspondent

SOLICITORS in Scotland have lost their battle to persuade the Government not to remove their monopoly on property conveyancing.

Mr Malcolm Rifkind, Scottish Secretary, said yesterday that he intends to allow financial institutions and professional bodies to carry out conveyancing work subject to a statutory code of conduct.

statutory code of conduct will be allowed to operate as authorised practitioners in conveyancing.

At the time the Ministry of Defence, which also cited the "reduced prospects for achieving a common design," reaffirmed its commitment to collaboration as the best way of meeting its requirements.

The Royal Navy wants a "local area" system capable of defending nearby ships against air attack to replace the Sea Dart missiles deployed on Type 42s. The French and Italians, however, want the close-in "point defence" and long-range sides of the FAMS option.

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Gasco faces £12m court order in Manx case MORE THAN seven years after the collapse of the Savings and Investment Bank on the Isle of Man, the bank's liquidators were granted an order by a Manx court for nearly £12m against fugitive financier Mr Jim Raper's Gasco companies.

SAS The Scandinavian Airlines System. No online offers you more. Talk to your Travel Agent or SAS: 01-734 4020.

United action adjourned THE COURT action by Mr Martin Edwards, Manchester University's chairman, against Mr Michael Knighton, the developer seeking to buy the club, was adjourned as controversy continued over the deal.

The group of five has issued a letter of intent to provide International-Schibsted, the Hamburg-based company in charge of project definition for the NFR 90, with a further £100m (£3.3m) to continue its work up to Christmas.

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These are among the highlights of a regular survey of attitudes on personal finance in Britain, published for the first time today by Abbey National, the retail financial services group.

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SAU courses

UK gas prices BRITAIN remains the most expensive country for industrial users of gas despite overall cuts in British Gas prices, according to latest figures.

Car dealers earnings TOP car dealers are now earning up to £95,000 a year, although the average is much lower, according to the annual survey of motor trade pay levels.

Atlantic Computers, Atlantic House, 20 Kingston Road, Staines, Middlesex TW18 4LG. Tel: 0784 466211. Fax: 0784 466000.

UK NEWS

Code urged for 'wild-cat' action

Fowler signals delay in curb on service strikes

By Lisa Wood and John Gapper

THE Government has delayed plans to introduce curbs on strikes in essential services. A discussion paper proposing to limit unofficial industrial action by forcing unions to repudiate it will instead be published today.

The unenviable task facing Mr Lawson

Peter Norman assesses the Chancellor of the Exchequer's difficult economic dilemma

Mr Nigel Lawson, Chancellor of the Exchequer, is finding out that words have a nasty way of tying people down. He is facing the unenviable task of persuading financial markets that the Government is still running a tight monetary policy in spite of Monday's sharp 5 1/2 pence fall in the pound through the DM3 barrier and a further 2 pence drop yesterday.

But there is no doubt that the markets would be easier to convince had there not been strong suspicions of renewed differences between Mr Lawson and Sir Alan Walters. It was his appearance at a City lunch at the beginning of last week that appears to have sparked the reports of dissent. According to City analysts, Sir Alan opined that the then base rate level of 14 per cent was slowing the economy.

The good news and the bad news at ICI

By Peter Marsh

MANAGERS at Imperial Chemical Industries, Britain's biggest manufacturing company, have been watching the currency fluctuations of the pound with mixed feelings. While the pound falling through the psychologically important DM3 barrier has been viewed with concern by the stock market and in some sections of industry, for ICI the movement is beneficial in the short term.

Stocks see fourth bad trading day

By Daniel Green

LONDON SHARES fell for the fourth trading session in a row, taking the decline since Thursday's interest rate rise to 4 per cent, measured by the FTSE 100 index. The last two hours of trade yesterday saw the index plunged more than 40 points. Early gains were already looking fragile after sterling's weakness on foreign exchange markets.

Heseltine urges early membership of EMS

By Philip Stephens, Political Editor

MR Michael Heseltine, the former defence secretary who resigned from Cabinet over the Westland affair in 1986, yesterday set out his prescription for the economy's present ills with a call for early full membership of the European Monetary System, more government help for manufacturing, and more spending on training and education.



THE GOVERNMENT'S ENVIRONMENTAL RECORD. IS IT GREEN OR IS IT CRIMINAL?

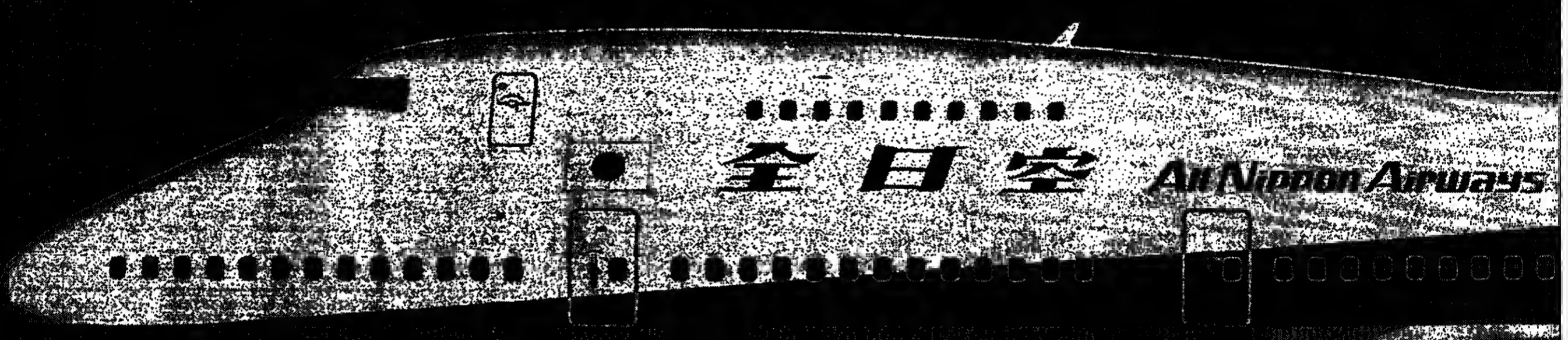
The Government assure us our water is safe to drink. But the European Court of Justice is charging them with failing to meet drinking water standards. The Government claim to be committed to reducing the hole in the ozone layer. But they're waiting until the year 2000 to introduce an inadequate ban on the ozone destroyers.

1989. But they're currently issuing licences to dump for 1990. The Government say that they're cleaning our beaches. But they continue to pipe raw sewage into the sea, and by doing so they may soon find themselves back in the dock of the European Court. The Government's claims, like our water, get harder and harder to swallow.



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LONDON (WED.)	NH204 13:30	(THUR.) 12:20 TOKYO	TOKYO (TUE.)	NH201 11:20	(TUE.) 15:10 LONDON
LONDON (THUR.)	NH202 17:00	(FRI.) 13:50 TOKYO	TOKYO (THUR.)	NH201 11:20	(THUR.) 15:10 LONDON
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Reliance on accountant no excuse in VAT case

COMMISSIONERS OF CUSTOMS AND EXCISE v SALEVON LTD COMMISSIONERS OF CUSTOMS AND EXCISE v HARRIS AND ANOTHER
Queen's Bench Division: Mr Justice Nolan: September 26 1989

A trader may have a reasonable excuse for failing to pay his Value Added Tax on time if, though the direct cause was insufficiency of funds, that insufficiency was due to the wrongful act of another. But he is statutorily deprived of the defence of reasonable excuse for delayed registration if he relied on his accountant to register for him and the accountant failed to do so, giving him incorrect information as to his obligations.

Mr Justice Nolan so held when dismissing an appeal by the Commissioners of Customs and Excise from a Value Added Tax tribunal's decision that taxpayer, Salevon Ltd, was not liable to surcharge for failing to pay tax on time and when allowing an appeal by the commissioners from the tribunal's decision that taxpayers, Mr and Mrs D Harris, should not be penalised for failing to register their business for VAT purposes by the required date.

Salevon case

HIS LORDSHIP said that traders registered for VAT were statutorily obliged to send the commissioners a return, and any tax due, within

one month after the end of each accounting period. A trader who persistently failed to comply with that requirement became liable to a default surcharge under section 19 of the Finance Act 1985. Section 19(3)(b) provided that a person who satisfied the Commissioners or VAT tribunal that there was a "reasonable excuse" for his not having made his return and paid tax by the due date, was not liable to surcharge.

That was qualified by section 33(2)(a) which provided that "insufficiency of funds to pay any tax due is not a reasonable excuse".

Salevon defaulted in 1986 and 1987, and was subjected to surcharge. It invoked section 19(3)(b) and claimed it had a reasonable excuse.

That claim was rejected by the commissioners, but upheld on appeal by the tribunal.

The facts found by the chairman were that Mr Anthony, Salevon's managing director, had bought a controlling interest in the company in 1984. He was aware it owed trade creditors £20,000, but was not aware that it owed £24,000 VAT and other taxes.

The reason for his not knowing was that the former company secretary had drawn cheques for sums due to tax authorities, but had not passed them on. He had shown them as having been paid. When Mr Anthony brought his controlling interest he had not bar-

gained for the additional £24,000.

He arranged with the tax authorities for payment by instalments, and by April 1987 the company had paid off the whole amount. It was left with serious cash flow problems, made worse by the fact that a number of its customers got into financial difficulties. It lost a further £20,000 through bad debts.

The cumulative effect was that the company got into arrears with its VAT. The commissioners contended that the reason Salevon did not pay the tax was that it had insufficient funds. They said section 33(2)(a) applied, and that Salevon could not invoke the "reasonable excuse" defence.

The tribunal chairman, Judge Mead QC, said the real cause of the defaults was the former secretary's dishonest conduct, which resulted in a cash flow problem. He said the reason for failing to pay on time should be distinguished from the reason for saying the failure should be excused.

On the present appeal Mr Fleming for the commissioners argued that that approach robbed section 33(2)(a) of any effect.

The argument was not accepted. Section 33(2)(a) made it plain that insufficiency of funds could not be regarded as a reasonable excuse. But it was unlikely that Parliament

intended that a trader whose explanation for late or non-payment was that the wrongful act of another had deprived him of the means to pay, should be unable to plead reasonable excuse?

To say of such a trader that his excuse was insufficiency of funds appeared an incomplete and misleading description of the situation. It failed to distinguish between the reason, in the sense of direct cause, for non-payment, and the excuse for non-payment.

The commissioners and tribunal were well-qualified to distinguish between the trader who lacked the money to pay his tax by reason of culpable default, and the trader who lacked the money by reason of unforeseeable misfortune.

Cases in which a trader with insufficient funds could successfully invoke the defence of "reasonable excuse" must be rare because, under the scheme of collection, the trader received from his customers the tax which he must subsequently pay over to the commissioners. He would be hard put to show a reasonable excuse for losing money destined for the exchequer, of which he was temporary custodian.

In the present case the initial shortfall of £24,000 was unforeseeable and thus potentially acceptable as a reasonable excuse for non-payment of tax.

The further £20,000 lost by

bad debts seemed to stand in a different category. The risk of bad debts was an incident of most types of business activity. However, it was clear from the chairman's judgment that he would not have decided the case as he did if he had thought the cash deficiency was due to the normal hazards of trade. It would not be right to depart from his findings of fact.

Section 33(2)(a) did no more than make it clear that an insufficiency of funds by itself was not a reasonable excuse for non-payment.

The appeal was dismissed.

Harris case

HIS LORDSHIP said that Mr and Mrs Harris were subject to penalties under section 15 of the Finance Act 1985, for failing to register their business for VAT.

They should have registered on March 10 1987, but did not do so until March 21 1988. Penalties totalling £1,747 were payable unless they could prove they had a reasonable excuse.

Section 59(2)(b) of the Act provided that "reliance on any other person to perform any task" was not a reasonable excuse.

Mr and Mrs Harris had returned to the UK in October 1986 after six years in the Middle East. Before beginning their business as publicans they engaged a firm of accountants to advise them and handle their tax affairs. They dealt with the tax officials.

They began trading in March 1987. During the first year of trading they phoned Mr Clements on three or four occasions and asked him for their VAT registration number. He replied that they were not liable for VAT in the first three quarters.

In early 1988 they realised that Mr Clements had let them down, and effected the registration themselves.

The tribunal found that Mr and Mrs Harris had complied with the book-keeping advice Mr Clements had given them, and had regularly sent him the materials needed for completion of their tax returns. They had relied on him to effect their registration when it was required.

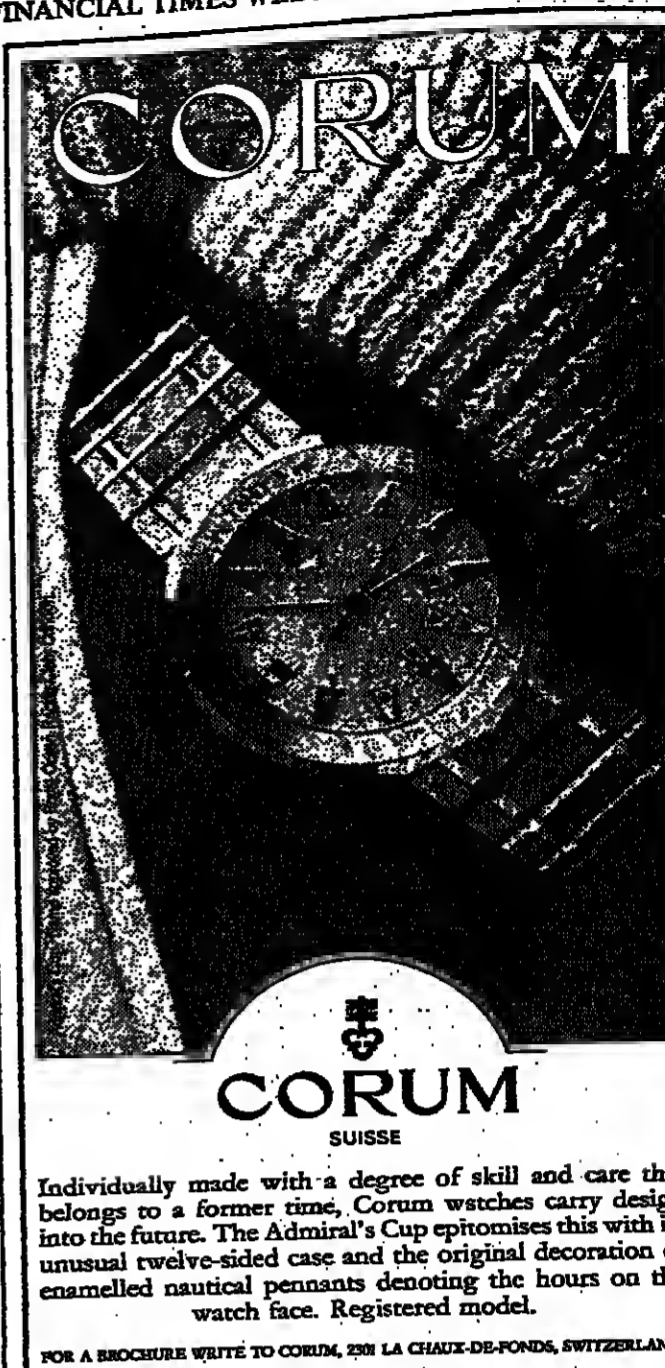
The chairman said the reason for the delay was that Mr Clements told Mr Harris wrongly that he was not liable for VAT on the first three quarters. It was not simply that he had "relied" on Mr Clements to register the business. Therefore Mr and Mrs Harris did not fall within section 33(2)(b).

The court disagreed. Mr and Mrs Harris were legally obliged to register their business in March 1987.

For the commissioners: Nigel Fleming (counsel), HM Customs & Excise.

The taxpayers were not represented.

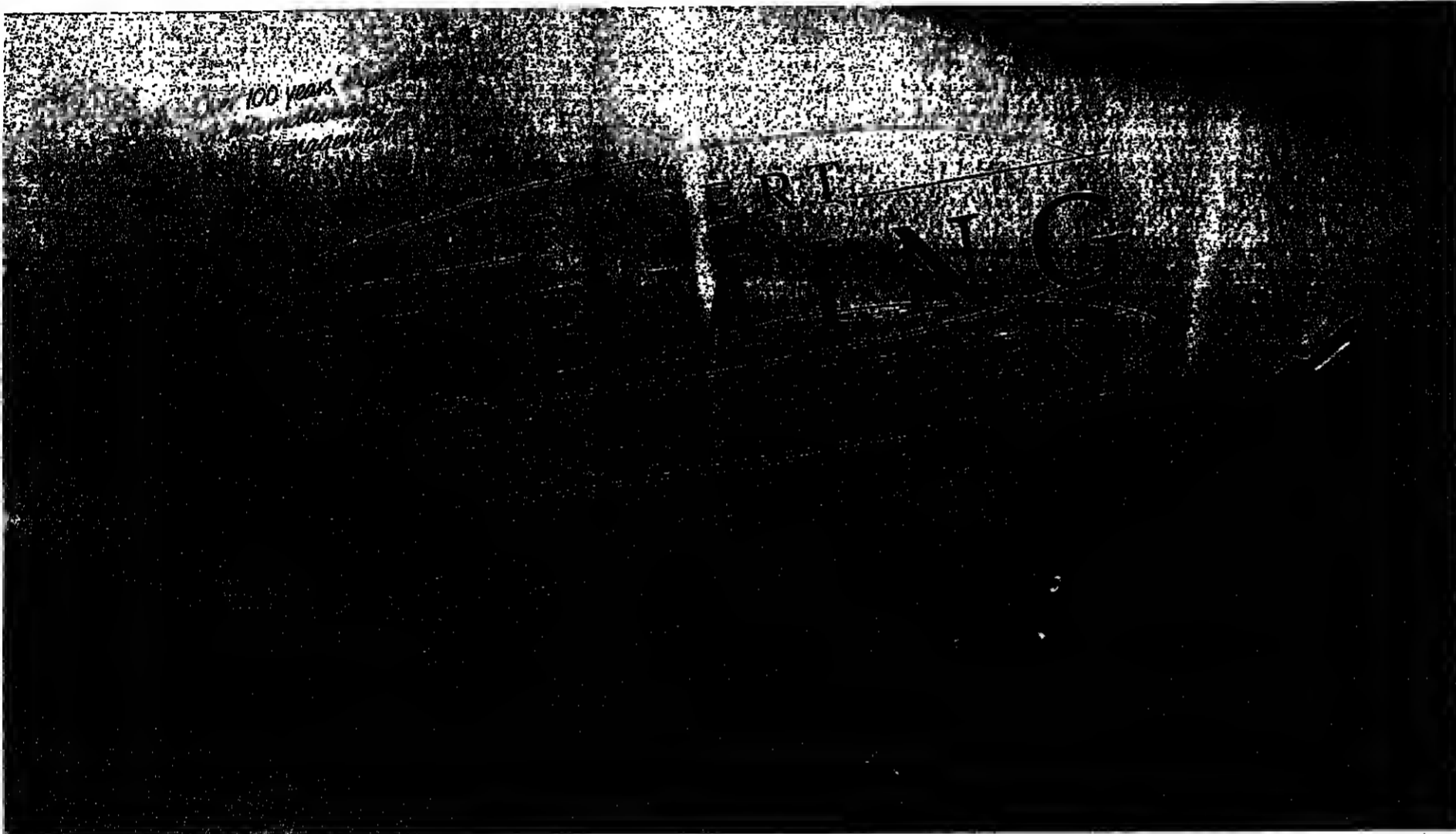
Rachel Davies
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World Telecommunications
London
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- Competition versus regulation in service provision—developing a common European approach
- Towards 1992 & the creation of a Europe-wide competitive environment
- Competition in the US telecommunications market
- Prospects for the international development of value added networks
- Rationalisation in the telecommunications industry; niche markets
- Prospects for joint ventures with Eastern Europe
- The impact of technology & innovation on the market

Speakers taking part include:

M. Paul Guilles Minister of Posts, Telecommunications and Space, France	Dr Christian Schwarz-Schilling Minister of Posts and Telecommunications Federal Republic of Germany
Mr Alfred Siles Chairman Federal Communications Commission	Dr Filippo Maria Pandolfi Vice-President Commission of the European Communities
Ing. Salvatore Randi Managing Director and Chief Executive Officer, Italtel	Mr Jonathan Solomon Director, Corporate Business Development Cable and Wireless PLC
Dr Pekka Tarjanne Secretary General (from November 1989) International Telecommunications Union (ITU)	Professor Diodoro Gagliardi Director European Telecommunications Standards Institute
Mr Wolfgang Buchholz Vice President Siemens AG	Mr Malcolm Ross Senior Consultant Arthur D. Little Inc
Mr Seppo Ahonen Executive President, Nokia Cables and Machinery Group Member of the Board, Nokia Corporation	Mr Tsuneo Hara Group Executive, Telecommunications Canon Inc

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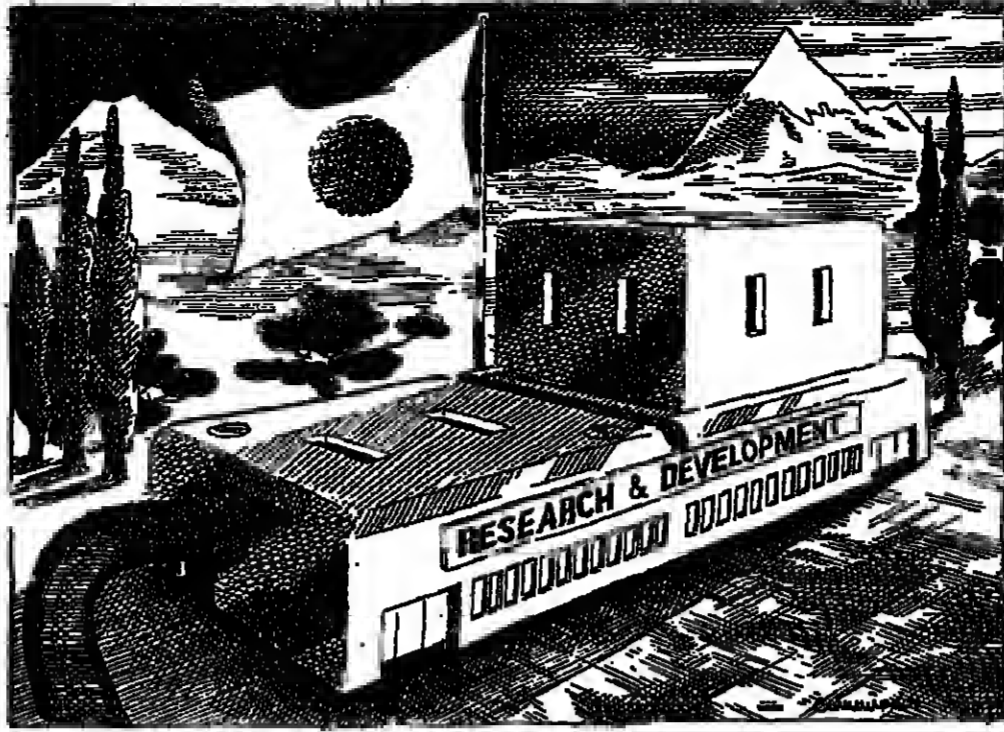
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Friday 13th October

TECHNOLOGY

David Fishlock explains why Japan's electricity industry is devoting more resources to research

A new generation of Japanese R&D comes of age

The Tokyo Electric Power Company, Japan's biggest electricity company, is planning to expand its in-house research and development activities. But it believes it must continue to support a large co-operative R&D programme with other electricity companies.



Initially, an important task was to co-ordinate Japan's electrical R&D, where the participants shared a single dominant problem - how to meet rapid growth in demand for electricity.

Bad proteins exit the system

PROTEINS are ubiquitous molecules found naturally in the human body in thousands of different forms. For biological processes, they are vital. But the body can sometimes produce proteins which cause problems to health and endanger life.

An artefact that displays buried treasure

Telecommunications are about to make their entry into the museum world through a four-year project which will culminate in a demonstration at Expo '92 in Seville, Spain.

Systems and Innovations Research (SIR) in Karlsruhe developed the concept, formed the international consortium and proposed the project to Expo '92.

The project is part of Race, the European Community's telecommunications research programme. It was set up in 1987 to promote information and broadband communications (IBC) between the 12 member nations, using optical fibre.

Systems and Innovations Research (SIR) in Karlsruhe developed the concept, formed the international consortium and proposed the project to Expo '92.

In the first phase of the pilot scheme, due to start at the end of this year, each museum will select three objects to be shown in still images on a single workstation.

A large advertisement for 'Classified Technology' featuring a grid of technology listings under categories like Environment, General, Automotive, Engineering, Production, and Packaging. It includes a coupon for requesting more information and contact details for Strategy International Limited.

Vertical text on the left margin: TOBER II, M, REFERENCES, ations, 1989, REFERENCES, Strategy International Limited, October

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E German leaders signal readiness to discuss reform

By Leslie Collitt in East Berlin

EAST GERMAN Party and Government leaders in Leipzig and Dresden indicated yesterday that they were ready to discuss political reforms...

with the party in East Berlin. Earlier, the Bishop called on the leadership to begin "clear and credible" steps toward a constitutional state...

He was handed a nine-point catalogue of demands which included the legalisation of the main opposition group, New Forum...

suggested it might also be a tactical move by the hard-pressed party leader in the face of growing popular unrest.

with "all their might" to achieve a dialogue between the state and society. Local Party officials in other parts of the country also spoke out...

Wind from East blows Bonn off course

By David Marsh in Bonn

THE West German Government is becoming increasingly worried that the rapid changes in Eastern Europe are complicating efforts to keep its policies towards the European Community on an even keel.

The French Government is pressing for the conference of EC member states to take place as soon as possible after next July 1 - the time set for the next stage towards monetary union.

attraction of closer links with Eastern Europe - including the reformist states of Hungary and Poland as well as East Germany - is diverting attention from the political goal of Western European union.

Finance, Economics and Foreign Ministers, and the Bundesbank, was set up in August to try to harmonise Bonn's internal position on monetary union.

Europe "in the hope that they, one day, will be able to participate in free self-determination in the work of freedom."

In particular, Chancellor Helmut Kohl, together with Mr Theo Waigel and Mr Hans-Dietrich Genscher, the Finance and Foreign Ministers, will have to decide within the next few weeks whether to bow to a French wish to accelerate the move towards European monetary union (EMU).

Bonn officials say that a West German working party on EMU has left open the question of whether a full inter-governmental conference to decide the path to monetary union should be convened before or after the general election in December next year.

The West German working party on EMU, grouping officials from the Chancellery, the

Mr Kohl yesterday tried to balance the conflicting priorities in a speech in Frankfurt. He said the road towards political union in Western Europe was also in the interest of the people in Eastern

Mr Genscher has come out strongly in favour of eventual EC membership, first for Austria (in the mid-1990s) and then for countries like Hungary.

Greece to hold fresh elections in November

By Kerin Hope in Athens

MR Christos Sartzetakis, the President of Greece, yesterday said elections would be held on November 5 after failing to persuade political leaders to forming a new coalition government.

His next task will be to appoint a senior judge as head of a caretaker government to supervise the poll, the second election this year.

The British Government yesterday ordered by European judges to suspend part of a key law aimed at protecting Britain's hard-pressed fishing fleet from Spanish "poachers".

The president of the court also considered there were legitimate grounds for urgency in the matter.

MR JAMES BAKER, US Secretary of State, has suggested to the foreign ministers of Israel and Egypt that they meet him in Washington within the next two weeks in an attempt to break the stalemate over proposed Israeli-Palestinian peace talks.

Mr Sartzetakis will also have the final responsibility in appointing cabinet ministers, to be sworn in later this week. Although there are political disagreements over who should be included in the caretaker administration, the elaborate constitutional process of exchanging mandates among political party leaders has gone remarkably smoothly since Mr Tsanis Triantafyllidis' Conservative-Communist coalition government resigned last week.

These came into force at the beginning of April this year, and stated that any boat wishing to join a new British fishing vessel register had to be at least 75 per cent owned by British nationals. Previously it was enough for boats to be owned by British registered companies.

The British government, which has recently drawn attention to its good record in implementing European court judgements, will be expected to comply soon, though there is no fixed deadline.

The main obstacle thus remains the objection by Mr Yitzhak Shamir, the Israeli Prime Minister, to the Likud Party to any involvement by the Palestine Liberation Organisation in naming the Palestinian delegation to any talks with Israel.

While Mr Shamir has shown no signs of backing down, officials said a key consideration for him was a visit to the US he is scheduled to make in mid-November. They said he would be anxious to avoid a complete breakdown in the peace process beforehand which would sour his trip.

European court orders UK to suspend new law on fish quotas

By Tim Dickson in Luxembourg

THE UK Government was yesterday ordered by European judges to suspend part of a key law aimed at protecting Britain's hard-pressed fishing fleet from Spanish "poachers".

The British Government introduced the legislation in response to a problem of "quota hopping" a practice by mainly Spanish vessels of registering as British boats to qualify for the UK's annual catch quotas allocated under the EC's fisheries policy.

According to the UK the flag of a ship is concerned with the nationality of a vessel, just as every member state is free to decide who are its own citizens and who should be allowed to carry its own passport.

The economic impact of the court's decision on the British fleet, however, may be less than initially feared.

Mr Baker seeks to revive Mid-East peace talks

By Hugh Carnegie in Jerusalem and Nancy Dunne in Washington

MR JAMES BAKER, US Secretary of State, has suggested to the foreign ministers of Israel and Egypt that they meet him in Washington within the next two weeks in an attempt to break the stalemate over proposed Israeli-Palestinian peace talks.

Israeli officials said there had been intensive telephone contacts between Jerusalem and Washington in a bid to keep the peace process afloat since the Israeli coalition turned down an Egyptian offer to host Israeli-Palestinian talks in Cairo.

Mr Baker has acknowledged being "very actively involved" in efforts to salvage an Israeli proposal for elections in the occupied territories.

The US initiative comes when Israel is seeking new money from Washington designed to settle Soviet emigres in Israel.

The two more serious offences would make it easier for the problems to be tackled earlier.

Master of discretion amid Soviet crisis

Continued from Page 1

area where he thought the Western central banks might indeed be able to give a few helpful hints: how to soak up a huge amount of excess cash in the economy with the use of government bonds and other long-term debt instruments.

Soviet economists calculate there is a monetary overhang of some R300bn (\$500bn) in the economy, about R100bn of it "hot money" available for spending whenever anything is put in the shops.

"Clearly they have not been focusing on Western economic ideas, and are quite curious," he said.

He denied there was any discussion of Soviet hopes for membership or even observer status, in international organisations like the IMF, the World Bank and the Gatt.

Computer hackers face jail sentences

Continued from Page 1

This offence will apply, for example, to a person who enters, or tries to enter, the computer system of a bank or financial institution with a view to using the computer to divert funds.

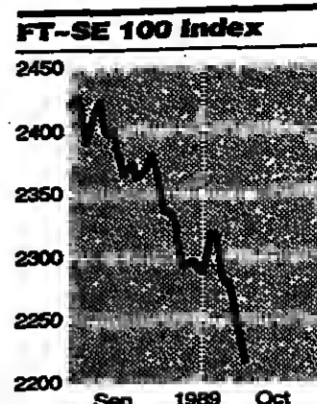
computer and the putting into circulation of infected disks that eventually cause unauthorised alterations to computer material somewhere.

Mr Richard Buxton, a member of the commission, defended the decision to make hacking a criminal offence on the grounds that it was necessary to send a signal that hacking was no longer funny or respectable.

The two more serious offences would make it easier for the problems to be tackled earlier.

Kicking the market when it's down

Another day, another decline: two pennings off the pound yesterday, and a 45-point turnaround in the FTSE.



Another bidder could still emerge; a US candidate, for instance, given recent UK purchases of US defence contractors. But the risks for an outsider would be formidable.

Internal politics, while Thomson supplies the radar for the French Rafale fighter.

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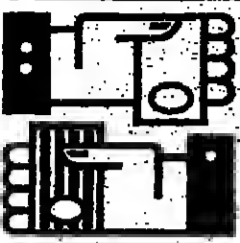
Baker seeks to revive Mid-East peace talks

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WORLD WEATHER table with columns for location, temperature, and other weather data.

FINANCIAL TIMES SURVEY



Although high interest rates have led to a more prudent attitude by financial institutions,

1989 is the ninth successive record year for buy-outs. However, Charles Batchelor suggests the buy-out industry may soon be facing its first serious test.



Caution tempers the euphoria

MANAGEMENT buy-outs have had a difficult year in 1989. High interest rates have taken the shine off two of the largest buy-outs in the retail sector and forced the financiers to consider all new buy-out proposals with extra caution.

At the same time, 1989 has been an excellent year for buy-outs. The increased use of mezzanine finance — high yielding, high risk loans — has made possible an unprecedented number of high-profile public company buy-outs and buy-ins, including the purchase of the Gateway food group for a record £2.4bn.

The Gateway deal, which will lead to the disposal of large parts of the business, may herald a shift in the British buy-out climate towards the American-style leveraged buy-out, which depends on the sale of large parts of the business to repay borrowings.

A number of recent buy-outs have depended more on the expertise of City corporate finance teams than on the traditional skills of the venture capitalists and the specialist buy-out funds. What some deal-makers describe as the "copy club" of venture capitalists and buy-out funds which dominated the buy-out scene for most of the 1980s has been

broken up by arrival of the merchant banks and the US financial groups.

But alongside a small number of spectacular transactions the traditional buy-out community has been busy with scores of smaller deals similar to those which have transformed the ownership pattern of many British businesses.

Continuing high interest rates and the downturn in sectors such as retailing and housebuilding have led to a far more cautious attitude to buy-outs on the part of the banks, in particular. Buy-out activity has nevertheless continued at a high level. An estimated 300 deals valued at £5.4bn were finalised between January and mid-September this year compared with 400 valued at £5bn in 1988, according to accountants Peat Marwick McLintock.

Despite the reluctance of some institutional investors to support buy-outs of public companies because of what they see as a conflict of interest for management, the numbers continue to rise. Apart from Gateway, buy-outs have been carried out at Magnet, the furniture retailer, for £35m, Charles Church, the house-builder, for £105m, and Ryan, a coal company, for £70m.

Buy-out groups report no shortage of deals though they

concede instead of now being able to wait for propositions to walk in the door they frequently take the first step in contacting chairmen to plant the idea. Mr Charles Gonzor of Philrow Ventures, for example, calculates his team initiated more than half of the nine deals it has led this year.

A straw poll of leading deal-makers shows most expect the number of buy-outs this year to match or slightly exceed the numbers completed in 1988. They agree that the rate of increase of recent years is slowing down although by value the 1988 figure has already been exceeded in the first three quarters of 1989.

Some deal-makers see the downturn in sectors such as retailing leading to an increase in their deal-flow as cash-strapped companies are forced to make disposals by means of buy-outs. "Ours is a recession-proof industry," claims Mr Roger Brooke, chief executive of Candover Investments.

This optimism may turn out to be justified but there is no denying the buy-out community received several shocks in recent months. MFI and Lowndes Queensway, two retailers of home furnishings, have been forced to defer loan repayments and refinance themselves by rights issues. Syndi-

cation of the loan finance for the Magnet buy-out had to be halted by lead banker, Bankers Trust, while attempted buy-outs at Ward White, a DIY and motor accessories retailer, and MCD, part of soft furnishings group Colcoroll, both failed to get off the ground.

Buy-out specialists console themselves that the problems of MFI and Lowndes Queensway result from the impact of high interest rates on consumer demand rather than directly from the fact these companies are overborrowed. Most recent buy-outs have included arrangements to cap the maximum rate of interest which could be paid or swaps to convert floating rate loans into fixed rate borrowings.

If high interest rates continue for another year or so these arrangements, which usually last for up to four years, will start to run out, however, and interest charges will then increase sharply.

The problems of these buy-outs has nevertheless made the banks cautious in their lending. Not that British buy-outs have been excessively geared. They typically involve equity to borrowing ratios of 3 or 4:1 compared with 9 or 10:1 in the US.

But the combination of high interest rates and a buoyant

stock market (which inflates vendors expectations of what a buy-out company is worth) have made it difficult to put together buy-out deals. Vendors are reluctant to agree a deal which values their company on a p/e of only 10, a sensible level when interest rates are around 16 per cent, when average stock market p/e's are around 13. "You simply can't do the maths," explains Mr Rodney Hall, head of GE Capital, a mezzanine finance specialist.

The only way for deals to get done is by increasing the equity and mezzanine elements of the transaction, which increase the risk exposure of the financier, or by accepting a lower rate of return on the investment. Investors are now, reluctantly, accepting returns of around 30 per cent compared to the 40 per cent which was common two to three years ago, says Frank Neale of Philrow Ventures.

These conditions have meant some investors who were not seriously committed to buy-outs have withdrawn from the market. The flood of new arrivals on the buy-out scene up to the mid-1980s has now dried up.

Practically the only new arrivals on the UK buy-out scene over the past two years

have been US financial groups. They have included fee-driven groups such as Wasserstein, Perella, which made an unsuccessful offer for Gateway, and mezzanine finance providers such as GE Capital.

Some of the new US entrants to the UK buy-out scene have been driven to look for opportunities in Britain by tougher conditions in the US leveraged buy-out market. Competition has grown fiercer in the US while the bitterly fought \$25bn buy-out of RJR Nabisco has prompted a questioning of the economic value of buy-outs and calls in Congress for an end to tax-breaks for buy-out borrowings.

There are signs, however, that is not proving easy to transplant the fee-driven Wall Street approach to buy-outs to the UK as was initially thought and some of the recent arrivals are having second thoughts about the market potential in Britain.

What many of the US groups are hoping for is the creation of a more liquid market for mezzanine debt. Mezzanine lacks the liquidity of its US counterpart, the junk bond, though GE Capital, which provided £162.5m of mezzanine for the Gateway buyout, is attempting to make this available in bond form.

Barely has the buy-out become a familiar concept for British managers than it has been joined by the buy-in, in which an outside team of managers is brought in to a company to revitalise its fortunes. Buy-ins carry higher risks than buy-outs because the new management is not as familiar with the company's problems. The buy-in specialists also report that it has not been as easy as they initially thought to find target companies.

Despite these drawbacks prospects for buy-ins appear good. Investors in industry (SI), Britain's largest venture capital group, expects to complete between 60 and 70 buy-ins this year compared with 40 last year.

Britain's buy-out specialists have not only proved inventive at developing new opportunities for profit at home. They are looking increasingly to the Continent for new business openings.

Candover Investments plans to raise a buy-out fund in Germany and is also looking for a local partner in Italy. Candover already has affiliates in the Netherlands and France. There are now signs that Continental groups such as Munich-based Matuschka are starting to take the lead.

The buy-out community

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Tables provided by Peat Marwick McLintock. Unless otherwise stated tables cover eight and a half months to September 15, 1989.
 Editorial production: Roy Terry

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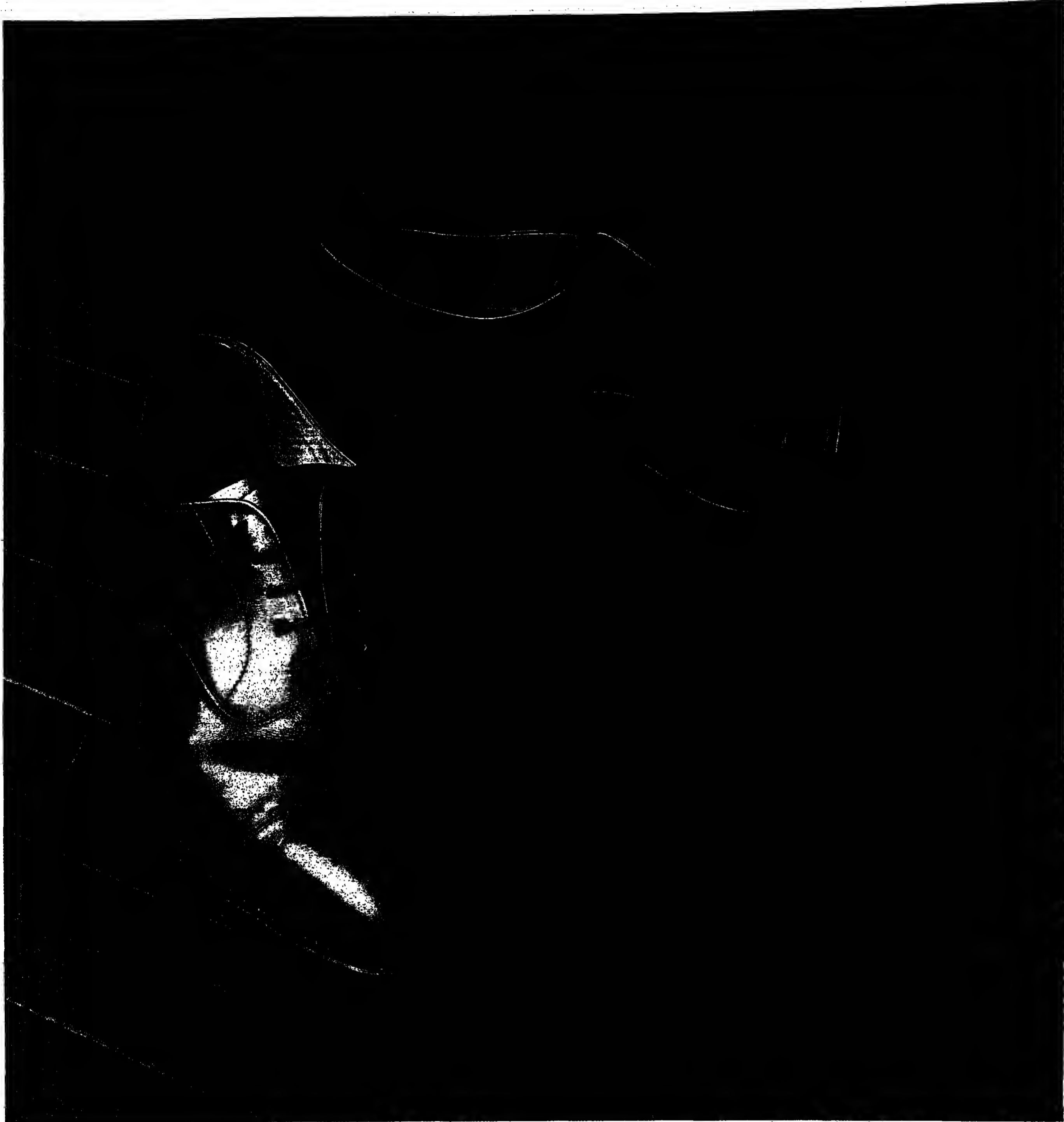
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MANAGEMENT BUY-OUTS 4

Finding your way through the buy-out jargon

Bought deal - When a deal maker provides all the finance needed for a buy-out deal and then sells on or syndicates part of the funding to other investors later. Done by the larger providers of finance when speed or confidentiality are particularly important for the deal to succeed.

Bridge financing - Relatively short-term funding provided as part of the mezzanine layer of finance for a buy-out.

Caps, collars and cylinders - Clauses in buy-out deals which limit the extent to which the interest rate charged on borrowed funds can rise or fall. A safeguard against borrowing costs rising to the point where they endanger the company.

Such agreements usually have a limited life of one to four years. The longer the period of cover the more expensive the collar or cap.

Captive fund - A venture capital fund which is part of or owned by a larger group and which does not raise funds on its own account.

Carried interest - A stake taken in the investee company by the venture capitalist or buy-out fund managers. Can be in the form of options.

Deal flow - The rate at which investment propositions come to the deal-maker or financier. Many claim to select only one deal in 50 though deal flow numbers are treated by some as a sort of vanity symbol.

Development Capital - Later stage finance for more established companies which are profitable or nearly profitable. Less risky generally than early stage finance.

Due diligence - Detailed analysis and appraisal of the background of the entrepreneur and his business plan.

Exit out - Either a formula for relating the final purchase

price of a company to actual future earnings or a means of encouraging management to perform by payment on the basis of future performance (see also ratchet).

Equity kicker - An option to acquire equity, often granted to the provider of mezzanine finance to compensate for the higher risk involved in this type of funding.

Exit - The point at which the financier sells his holding in the buy-out company either by means of a trade sale to a larger company, by the management buying out the other investors to assume complete control, or by a stock market flotation.

Gearing or leverage - Borrowings as a percentage of shareholders' funds.

Hands-on or pro-active - Can mean many things, from the investor becoming involved in the investee companies marketing and product policies to his providing advice on general management questions and taking a non-executive seat on the board.

Independent fund - One which raises its own finance from investors. Unlike most captive fund managers, independent fund managers take a stake or carried interest in their portfolio.

Internal Rate of Return (IRR) - Different people work this out in different ways but it usually means the annual rate of return to the investor over a given period, including dividend distributions and the profits from disposals or the profits shown on a fair valuation of the buy-out company.

Junior debt - Loans which rank after secured or senior debt for repayment in the event of a default.

Junk bonds - High yielding but unsecured and therefore

high risk debt used in buy-outs in the United States. Being in bond rather than loan form junk bonds can be bought and sold more readily than their UK equivalent - mezzanine loans.

Lead investor - Venture capitalist or other deal-maker with the largest share in the syndicated investment. He usually initiates the deal and takes a hands-on role on behalf of the other partners.

Lemons and plums - Bad investments go wrong before the good ones produce a profit. The lemons usually ripen before the plums.

Living dead - Companies which are just about trading profitably but which are unlikely to do really well. A slightly dated term used about investments the deal-makers prefer to forget.

Leveraged buy-out - Similar to a management buy-out though usually applied to US deals where the transaction will have been initiated by a financial group rather than the management.

The name refers to the high level of borrowing which the company takes on, using the assets being purchased as leverage.

With the financiers taking a lead role in some of the large buy-ins and buy-outs of public UK companies the term is being increasingly applied to UK deals.

Management buy-in - An offshoot of the management buy-out industry. The purchase of a business by one or more outside managers with the help of a group of financial backers.

Now applied somewhat indiscriminately to any bid involving a well-known City figure on the grounds buy-ins sound more constructive than hostile takeovers.

Because buy-ins involve an

In the early days of the venture capital and management buy-out sectors in Britain the deal-makers made use of colourful jargon borrowed in part from the American venture capital industry. Now that buy-outs have become more of a mainstream financial activity some of the exotic language has gone, but the sector still has its own terminology which may be unfamiliar to the outsider.

outside management team which does not know the company as well as a buy-out team would they are riskier but, if successful, more lucrative for the backers.

Management buy-out - The purchase of a business by its existing management with the help of a group of financial backers.

The managers put up a relatively small amount of the total finance but usually gain a disproportionately large share of the equity.

Buy-outs are funded largely by loans secured on the assets of the company itself.

Mezzanine finance - Unsecured loans which rank after secured or senior debt but before equity in the event of the company failing.

To compensate for the greater risk to the lender, it usually earns interest one to three percentage points above

secured loans and often carries an equity "kicker" to give the lender a stake in the equity.

Batchet - An incentive arrangement whereby the managers get a bigger share of the equity if the venture performs well. Sometimes managers forfeit shares if they do particularly badly.

Replacement capital - A euphemism for cashing in one's chips. When an entrepreneur sells some of his shares to raise money or because he wants to pull out of the venture the cash he receives is replacement capital.

Second round financing - Becoming increasingly available to provide funds to buy-outs which have done particularly well and which want to restructure their business or raise new money for investments on more favourable terms. Usually provided by the original

financiers but in some instances management teams have turned to new backers.

May also be available to buy-outs which have performed less well than expected and which need extra funds. In that case there is often also a change of management.

Senior debt - Secured debt which ranks first in terms of repayments in the event of a default. See also junior debt.

Stripage - This is what happens when the buy-out company starts to eat up more cash than expected because development costs exceed budget or sales grow too slowly.

Star - A company which is so successful that it pays for all the failures in a financier's portfolio many times over.

Straddled investment - An investment which is too large and risky to be handled by one investor and which needs to be shared among several partners.

All but the very large investors syndicate their deals.

Vendor finance - Finance provided by the vendor in the form of an agreement to accept deferred payment or a retained minority stake in the



bought-out company. Venture capitalist - Deal-maker who provides funds and advice to entrepreneurs either starting a business from scratch or staging a management buy-out. The failure of many start-up companies backed in the early days of the venture capital industry has persuaded many venture capitalists to concentrate on later stage investments, more properly known as development capital, and on buy-outs.

Charles Batchelor discusses buy-ins

Popular alternative to the buy-out

THE past few months have seen the term "buy-in" threaten to become a catch-all term for a hostile bid launched for a publicly-quoted company.

The record-breaking £13.5bn takeover bid for BAT Industries by Sir James Goldsmith, Mr. Jacob Rothschild and Mr. Kerry Packer has at times been described as a buy-in because these three prominent individuals, or companies owned by them, would acquire stakes in BAT if the bid succeeds.

The £2.4bn acquisition of the Gateway supermarkets group is more properly described as a buy-in since the deal is headed by an experienced manager - Mr David Smith, a management consultant - who, as chief executive, will have a role in the day-to-day management of Gateway. In deals of this size, however, the quality of the publicly fought battle for control with a rival bidding team have given the transaction more the character of a City bid than of the traditionally more low key buy-in arrangement.

As the buy-out and buy-in industry moves upscale to include a growing number of deals involving large publicly quoted companies this trend is likely to continue.

And where publicly quoted companies are involved it is the buy-in which appears

likely to dominate rather than the buy-out.

A buy-in, involving an outside management team, avoids the charge frequently levelled at buy-out teams that they have privileged knowledge of their company's activities which places outside shareholders at a disadvantage. The recent £225m buy-out of furniture retailer Magnet ran into shareholder hostility over just this issue.

While public attention has been focused on a small number of very high profile public company deals a growing number of small and medium-sized companies have undergone buy-ins.

Investors in Industry (3i), one of the leading buy-out arrangers in terms of number of deals done, expects to carry out between 80 and 70 buy-ins this year compared with just 42 (worth a total of £18m) in 1988.

"We will see some increase in buy-outs but there is bigger potential in buy-ins (and start-ups) this year," said Mr David Marlow, chief executive.

3i set out 18 months ago to create a 200-strong cadre of managers willing to stage a buy-in and succeeded far beyond its own expectations. It received an initial 700 replies, many from senior executives - finance directors and divisional directors - in their late 30s and early 40s from Britain's top 200 companies. 3i says it was impressed with the quality of the people who responded and intrigued by the fact that

so many of them had home addresses in and around Guildford, Surrey.

One reason for the large numbers of managers available to stage buy-ins is the publicity which has been given to buy-outs and a relative shortage of suitable buy-out candidates. While large corporations are continuing to make divestments the sheer volume of buy-out activity in recent years has absorbed many of the most obvious candidates.

In addition, some companies are opposed to allowing their managers to stage buy-outs, arguing they should be putting their energies to making the business more efficient under its present ownership.

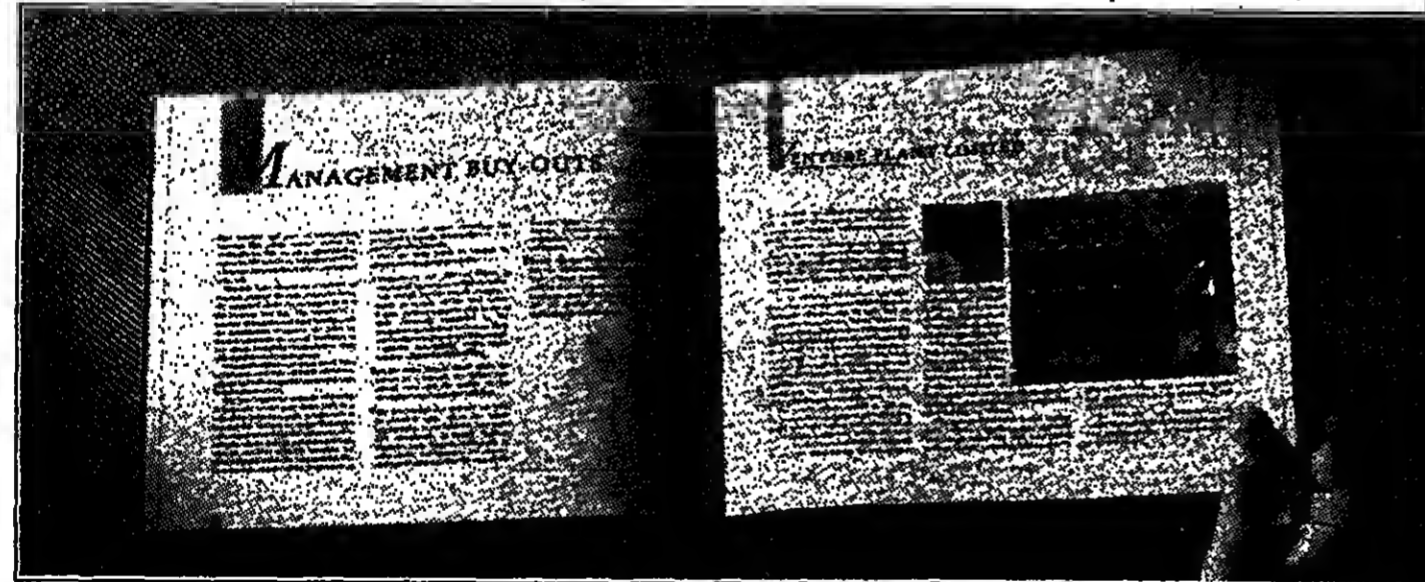
For managers in such companies the only way to obtain managerial independence is to stage a buy-in at another company.

It appears to have found the formula for carrying out large numbers of buy-in (and buy-out) transactions, but other buy-in specialists stress that buy-ins are a relatively high-risk activity and managements and target companies must be selected and matched carefully.

However closely they study the target company the management buy-in team does not have the same detailed knowledge of its problems as the incumbent management. The buy-in company is also likely to be underperforming because of the failings of its present management. If they were any

Continued on Page 7

MANAGEMENT BUY-OUTS, TAKE A LEAF OUT OF OUR BOOK.



- Page 8 **Aynsley China** - A leading producer of fine bone china, the company became the 100th UK buy-out of more than £10 million.
- Page 14 **Jeyes Group** - The cleaning products group where CNWV arranged the buy-out 'smoothly and efficiently, beating off tough outside bidders'. It has since been admitted to the USM.
- Page 15 **Venture Plant** - CNWV's access to NatWest Group resources allowed the management team of this plant hire business to match a £10.5 million competitive bid within a 4 week deadline. The company now has a USM quotation.
- Page 16 **Vesper Thornycroft Holdings** - Was the first of CNWV's privatisation buy-outs and involved 1,500 employee shareholders. The warship builder has subsequently floated with a £50 million valuation.
- Page 19 **Southnews** - CNWV underwrote this buy-in transaction to allow a speedy purchase. In 1988, a stock market capitalisation of £24 million represented a sevenfold increase by management in the value of their publishing business.

These are just a few of the case histories that feature in our book. And with 20 years experience, we are one of the largest and longest-standing buy-out specialists in the UK. We have invested in more than 150 management buy-outs and buy-ins, many in a lead investor role.

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feel you - go - ing through me, - Split the sec - ond - that I
nev - er think of you? Oh, how - pos - si - ble. Can the
o - cean - keep from rush - ing to the shore? It's just - pos - si - ble. If I
had you, could I, ev - er want for more? It's just - pos - si - ble.
And to - mor - row, - should you ask me for the world, some - how I'd get it, - I would
sell my ver - y soul and not re - gret it, - For to live with - out your love is just
pos - si - ble. It's - pos - si - ble.

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MANAGEMENT BUY-OUTS 6

David Waller discusses the role of accountants

Ideally placed to give all-round advice

ACCOUNTANCY firms are ideally placed to get involved in a management buy-out. Their partners play golf with would-be entrepreneurs and do their tax returns. They have offices all around the country. In short, they are closer to the businessmen contemplating such a deal than any other breed of financial adviser.

Over the past few years, they have picked up the experience and motivation to construct increasingly complicated buy-out transactions. Keen to diversify away from such growth businesses as audit, they have earmarked corporate finance as an important business for the future. Structuring buy-outs has become a way of life for an increasingly large number of accountants.

The firms do everything apart from raising money. They sell the idea to managers unfamiliar with the ways of the City. Then they conduct beauty parades to pick a financier. They negotiate the deal from the managers' point of view - haggling with the financier over the cost of money and the structure of the transaction. They advise on the price. They sort out the managers' tax affairs and perform investigations into the state of the target company's accounts.

The fact the accountancy firms do not - as yet - get involved in the fund-raising side of a deal is a good thing, from their point of view: it means that they do not tread on the toes of the merchant bankers who advise the corporate client rather than the managers.

Although accountants are well placed to advise on small buy-outs, they have not found themselves excluded from a role in the very largest transactions.

Evidence of this is provided by the controversial case of

The firms do everything apart from raising money

Magnet, the Yorkshire-based manufacturer and retailer of kitchen and bedroom furniture which succumbed to a £620m offer from a management team earlier this year. The deal provoked quite a furore in the City, with ethical arguments raging about whether managers of a publicly quoted company such as Magnet should be allowed to launch a buy-out bid.

A well-kept secret was Arthur Andersen's role as

adviser to Mr Tom Duxbury and his management team. At the time, the press was awash with reports of squabbles between Kleinwort Benson - adviser to Magnet qua public company - and Bankers Trust, adviser to the new company set up to launch the bid on behalf of the management. Beavering away behind the scenes as adviser to the management was the big accountancy firm.

Andersen found itself in this role as a result of a presentation on an entirely different matter - a beauty parade designed to identify a new auditor for the group held long before the go-private option had been floated. Andersen apparently suggested that a buy-out might be a good idea. This chimed in with Mr Duxbury's thoughts on the matter, the beauty parade was cancelled, auditors retained and Andersen appointed adviser to the management team.

Its role was then very much as described above. It organised a beauty parade to find a provider of funds, in this case Bankers Trust. It wrangled over the structure of the deal - which was in fact unusually complicated, with a large (£196m) slab of mezzanine finance and an employee share ownership plan to boot.

Another complication was structuring a sliding scale of equity entitlement to match profits performance - but if all goes well, management and employees stand to own 20 per cent with warrant holders entitled to a similar amount.

(It seems unlikely that profits will meet the best expectations contained in the prospectus, given the impact of high interest rates on consumer demand for Magnet's sort of products. But that is another story.)

Andersen's fees were earned on a success-related basis. Quite how much they receive is, of course, a secret, but Michael Oaten, head of the firm's burgeoning corporate finance department, lamented that they did not even amount to 1 per cent of the value of the deal. Still, even 0.5 per cent of £620m is an ample sum.

On the face of it, it is surprising that Andersen did not make more of its involvement in the transaction - although that is perhaps explained by the controversial nature of the deal. The City was disaffected enough about the buy-out in principle: it probably would have been upset to learn about the ingenious ways in which Andersen was maximising Mr Duxbury's return on his investment.

The company employs 1,300 people around the world and is based in Havant, Hampshire,

Accountants in larger MBOs

	No. of deals assisted
Peat Marwick McLintock	73
Touche Ross	19
Arthur Andersen	18
Deloitte, Haskins & Sells	18
Ernst & Young	18
Price Waterhouse	18
Coopers & Lybrand	16
Spicer & Oppenheim	7
Grant Thornton	6
Others/Not known	21
Eliminate duplications	(4)
	210

Other firms are not quite so coy, and Grant Thornton, the firm with the largest spread of provincial offices in the UK was rightly proud to trumpet its role in a £54m buy-out from Thorn EMI. The firm acted as principal financial advisers to the team buying Kenwood, the failed manufacturer of food preparation appliances such as the "Kenwood Chef" food-mixer.

The company employs 1,300 people around the world and is based in Havant, Hampshire,

and the Isle of Wight. The transaction - the equity element funded by Candover Investments, the debt by the National Westminster Bank - left Thorn EMI with a 10 per cent stake, while the management team's holding is undisclosed.

Grant Thornton's role was akin to that of Andersen at Magnet: advising on the selection of financiers, tax structuring and so forth. That the deal was handled from the firm's Bournemouth office shows how the corporate finance/negotiating skills required to structure a buy-out are not confined to accountants working in London.

At the other end of the scale, there are plenty of firms eager to set up the very smallest buy-outs. Blackstone Frank, for example, is a City-based partnership which specialises in filling what it calls the "funding gap" created by the steady rise in deal values. "Many venture capital outfits will not touch a deal worth less than £1m," the firm says, "a lower limit that will undoubtedly rise with the values of buy-outs overall." Blackstone's expertise, it claims, is in spotting such smaller bids, often where approaches to major venture capital houses have failed.

Involvement of Solicitors in Larger MBOs

	Acting for:	Managers	Total
	Deal leader		
Clifford Chance	42	20	62
Ashurst Morris Crisp	26	9	35
Allen & Overy	16	6	24
Herbert Smith	10	8	18
Slaughter & May	7	10	17
Freshfields	13	3	16
Macfarlanes	9	3	12
St J legal	11	-	11
Dickson Minto	3	8	11
Aisop Stevens	1	9	10
Norton Rose	5	5	10
Lovell White Durrant	4	5	9
Travers Smith Brathwaite	5	4	9
Cameron Markby	6	2	8
Linklater & Paines	5	3	8
Simpson & Curtis	1	7	8
Turner Kenneth Brown	1	7	8
Wagge & Co	2	6	8
Evershed & Tompkinson	1	6	7
S.J. Berwin	3	4	7
Wide Septa	5	-	5
Berwin Leighton	2	2	4
Dundas & Wilson	2	2	4
McGrigor Donald	1	3	4
Nabarro Nathanson	1	3	4
Biddle & Co	1	2	3
Kimbell & Co	-	3	3
Simmons & Simmons	-	3	3
Others/Not known	34	73	107

Max Findlay on role of lawyers

Co-ordinators of all the strands

THE MAIN task for MBO lawyers is to help get the deal done. This is made easier in a private company buy-out because all the parties involved want to make the transaction work. Peter Turnbull from Macfarlanes makes this plain: "It's an enormously co-operative venture, so the unspoken instructions to the lawyers are to protect the parties' interests but work together to get the deal done."

That observation can be broken down further. According to Lovell White Durrant's John Penson: "The management's lawyers are told to get the deal done. The bank's lawyers are told to get the deal done on good terms." This means keeping a firm grip on commercial realities. "Lawyers have to understand the economic forces which drive these transactions," said Steven Boughton from Linklater & Paines.

Equally there is a need for someone to co-ordinate the various strands of activity in a buy-out. According to Geoffrey Green from Ashurst Morris Crisp, solicitors are playing an increasingly organisational function in MBOs. The accountants tend to have a more investigative role. So the lawyers are spending almost as much time on pulling the deal together as on the legal technicalities of the transaction.

To stay on top of the game, practitioners have to guessimate future developments. Alan Paul from Allen & Overy detects that "proposals for buy-ins are on the increase". Freshfield's James Davis articulates a widespread view that "US investment banks could become increasingly involved".

Many lawyers anticipate more work in the restructuring and refinancing of buy-outs. Both Ashurst's Geoffrey Green and Travers Smith Brathwaite's Michael Combes see an increasing trend in the seller holding on to an equity stake in Newco (the company formed by the management to purchase the target firm or subsidiary put up for sale).

Lovell's Mr Penson (along with many others) is keeping a weather eye on the mezzanine market but believes one buy-out trend is towards more trans-border deals in Europe. Mr Boughton believes there will be more deals of greater size paralleled by an increase in available MBO funding.

Clifford Chance's Ian Sellers is equally convinced there will be fewer small MBOs but more large ones. This will have an impact on the involvement of lawyers as it is widely believed the bigger the deal, the bigger the legal problems.

The public are wrong on this point. As Mr Combes points out: "The same legal techniques are used on a wide range of deals, not just the big jobs. This means that a considerable number of lawyers in a firm will have the experience needed to handle transactions of this kind."

But no-one is pretending that MBOs are easy. Says Mr Turnbull: "The most difficult part of any buy-out is the ratchet, the actual structuring of the capital and describing it in the articles."

He adds: "We all dread the negotiation over warranties." That is a point picked up by Mr Sellers who ruefully reflects on the amount of time wasted on representations and warranties. For Mr Boughton the most challenging part of the drafting is ensuring the correct inter-relationship between the different levels of finance which underpin the whole transaction.

The traditional long-term objective of the MBO is a nota-

tion. "This is the natural focus of the entrepreneurial spirit which is inherently engendered by the buy-out" says Geoffrey Finn from Slaughter and May. However, Herbert Smith's David Bolton has noticed since the stock market crash that it's been quite difficult to bring new companies to the stock market by way of flotation. Mr Finn sees an increasing trend to buy-outs of safer, less exciting businesses - the steady widget-makers - rather than the sexier high-tech enterprises.

But buy-outs have undoubtedly become more ambitious. "The main development over the last year has been the LBOs of listed companies," comments James Davis from Freshfields.

Mergers and acquisitions expertise is increasingly fundamental whichever side the solicitor may be representing. Each party needs a lawyer to guide them through the corporate finance jungle.

Alan & Overy's Alan Paul explains the drive towards listed companies: "You can create the deals whereas in MBOs of private companies it is management driven."

Equally under the City code on takeovers and mergers, any competing bidder is entitled to the same information which is provided to Newco (and ultimately its financial backers).

Again existing directors who will be part of the new management team cannot properly recommend the bid to the shareholders. So confidentiality and conflict of interest become an issue and this is where non-executive directors can play such a crucial role.

A crucial area to be the question of lawyers' fees. Mr Bolton says: "I think lawyers will be under increasing pressure to operate under arrangements whereby their remuneration will be limited if the deal does not go through."

It is a point shared by Guy Billington from McKenna & Company who firmly believes: "We will be doing more work on a flexible fee basis."

Although some of the largest law firms discount working on such terms, Mr Billington counters: "Those of us who are making our way in the world are prepared to take a more commercial attitude". However, Freshfields' Mr Davis speaks for many when he says: "Solicitors won't allow their objectivity to be prejudiced by a contingency element."

A measure of the sensitivity of this area is the reluctance of lawyers even to employ the term contingency fees. Instead they will talk of "no fee, no pay" or "no pay, no fee" arrangements. This is largely because solicitors are not formally permitted to act on a contingency fee basis. As one eminent practitioner in the field put it: "If the deal does not go through, there's no way you can charge a full fee. I wish it was openly realised that this is going on."

Despite the time pressures (and many lawyers believe the timetables for MBO transactions will become even shorter), it is quite clear that solicitors won't allow their objectivity to be prejudiced by a contingency element. Mr Davis speaks for many when he describes his thrill at "doing the seemingly undo-able". Slaughter and May's Mr Finn says: "It's a real opportunity for lawyers to be constructive."

Macfarlanes' Mr Turnbull emphasises his pleasure and joy in working in this environment. Faced with that kind of enthusiasm you have to believe that it's not just the prospect of fat fees which attracts them.

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MANAGEMENT BUY-OUTS 7

Nikki Tait investigates mezzanine finance

Important extra lubrication for funding deals

MEZZANINE finance has various definitions. The loosest definitions are usually phrased along the lines of "somewhere between equity and debt on the risk/reward scale". The more thorough accounts invariably list the various instruments which may fall into this all-embracing category, from high-yielding subordinated debt with no equity rights, through to zero coupon paper which carries very substantial equity conversion rights.

But if pinning a precise definition to "mezzanine" is difficult, it remains undeniable that this type of financing has found its principal employment in the UK in the management buy-out/venture capital market.

Even here, the growth has been gradual - if steady - rather than exponential. Mezzanine financing first began to make a regular appearance in the mid-1980s, featuring in management buy-outs at

Haden, Caradon and Lawson Mardon. Having been used only once in 1984, it is reckoned to have featured in more than 20 deals in 1988. This, however, looks less impressive when viewed in context. In 1984, for example, the total number of UK MBOs was put at around 240; last year, the

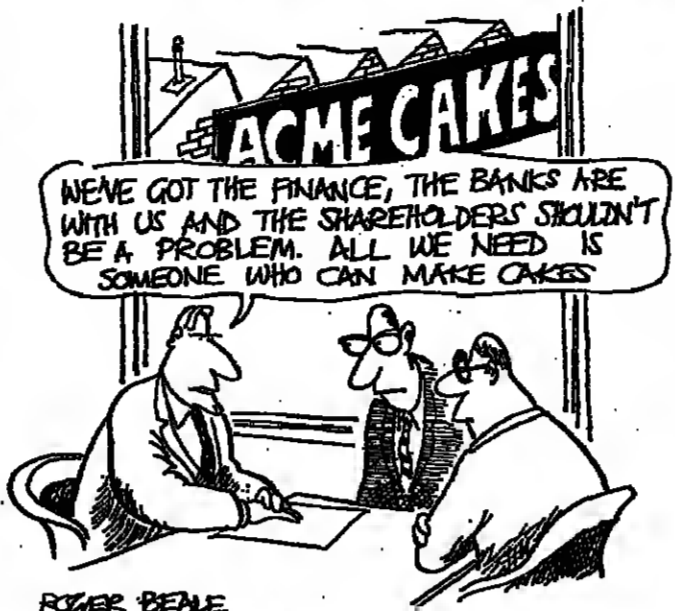
It remains undeniable that mezzanine financing has found its principal employment in the UK in the management buy-out/venture capital market. The growth has been gradual, if steady

figure stood at more than 350.

The slow trend towards the acceptance of mezzanine finance has partly followed the supply of funds. Certainly, over the past year, there has been more attention paid to the UK market - and the opportunities which may be present here - by some of the US specialists, who have a

much longer track-record in this area. The likes of GE Capital, for example, have developed a significant London presence, while a couple of "mezzanine funds" have been raised by US organisations - one by Drexel Burnham Lambert, whose name is synonymous with "junk bonds" in the

US. The gradual growth of the mezzanine market may also have something to do with sale prices put on businesses. Much of the initial MBO movement in the UK was prompted by recession-induced restructuring in the early 1980s, with the result that businesses involved may not have commanded top



ROGER BEALE

prices. Since then, as the MBO technique has become more widely accepted, it is at

and that higher purchase premiums have flowed as a result.

This, at any rate, is sometimes cited as a reason for introducing a mezzanine element. The advantages are purely financial, allowing - at least, in theory - a better matching of investors' desired returns with a company's capacity for generating them.

The mezzanine providers will rank below the senior debt lenders if the buy-out subsequently encounters trading problems, and will seek a return which betters that of the more secured debt providers.

But they should not impinge too drastically on the equity layer - which, after all, provides the key management incentive and is one of the main justifications for expecting an improvement in the trading pattern of the underlying business post-buyout.

That said, there is the inevitable sequel that the leverage involved in the deal is increased as a result - and at a time when the UK interest rate climate remains highly uncertain, this may well explain mezzanine's relatively slow acceptance at present.

Mezzanine funding, it should be noted, has begun to make appearances both on the contested bid stage and in buy-outs of quoted companies. Perhaps the two deals which have done most to bring this form of financing to widespread attention have been the highly contentious £630m management buy-out bid of Magnet, the kitchen furniture group, and the £2.4bn bid battle over Gateway, the UK food retailer.

The management buy-out offer for Magnet, the largest bid by a management-backed vehicle for a quoted company, was both lengthy and fraught. It became the focus for a number of difficult issues which had been brewing for some time - management's preferential information flow, how the interests of shareholders should be safeguarded in these situations and so on.

The funding, however, was remarkable for the amount of mezzanine financing suggested. It involved £190m-worth - comprising £160m of senior subordinated loans and coming behind that, £30m of

Leading Mezzanine Arrangers

	Number of deals led	Total value £m	Average size £m
3i	13	187	14
Bankers Trust	9	300	33
Barclays/BZW	7	74	11
Courtesy NatWest/Nat West	7	70	10
SecPac/SPHG Equity	5	38	8
Philidrew	4	14	4
GE Capital	3	580	193
PIC Capital	3	109	36
Standard Chartered	3	88	29
Bank of Boston	2	13	7
Charterhouse	2	24	12
Chase	2	11	6
Citicorp	2	15	8
Kleinwort	2	17	9
Others	14	202	14
Eliminate duplications	(6)	(250)	
	72	1,492	21

junior subordinated debt. This compared with £300m of term debt.

The senior mezzanine paid 3.5 per cent over Libor (London interbank offered rate), while the junior slug earned 4.25 per cent above Libor, offering an additional equity "kicker" in the form of warrants on about 6 per cent of Magnet's stock.

The Gateway battle, meanwhile, took matters even further. The initial bid came from Isoceles, a newly-formed com-

pany, the US food retailer, with Wasserstein Perella - the US investment banking boutique - supplying financial support.

The A&P/WP package proved even bolder. Here the senior debt layer amounted to £1.7bn, while the equity layer - provided by the Wasserstein Perella partnerships and A&P - was £500m (subsequently nudging higher as an auction between the two rival bidders got under way). The more striking element, however, was the £500m tranche of mezzanine - by far the largest mezzanine element to appear in a UK deal. Just to complete the frontier nature of the package, the entire slug was underwritten by J.P. Morgan, the US investment bank.

Nevertheless, the commitment of some major players to the London market and genuine advantages which additional funding flexibility can offer in certain circumstances, would seem to ensure that the use of mezzanine financing in MBO situations is set to increase in the longer-term, albeit at a steady rather than dramatic rate.

Use of Mezzanine on UK MBOs over £10m

Year	MBOs using Mezzanine		Total MBOs		% of deal covered by mezzanine	% of MBOs using mezzanine	Average size of mezzanine layer £m
	Number	Amount of mezzanine £m	Number	Total value of deals £m			
1985	5	123	22	850	29	23	25
1986	7	96	28	960	26	25	14
1987	14	213	35	2,770	14	40	15
1988	24	282	54	4,470	16	44	12
1989 (to date)	23	778	47	4,990	19	49	34
	73	1,492	186	14,040	18	39	20

Popular alternative to the buy-out

Continued from Page 4: good they would be staging their own buy-out.

The buy-in team may also consist of individuals who have not worked together before or may involve a combination of the newcomers and the existing management. Team members may not get on with each other as well as they thought. These difficulties mean buy-ins suffer a higher failure rate than buy-outs.

They are attractive to investors, however, because the higher risk is compensated for by a higher return. Investors typically calculate a gross annual rate of return of 30 to 40 per cent on buy-outs against 40-50 per cent on buy-ins.

This has prompted a number of venture capital and investor groups to raise new finance in recent months specifically to fund buy-ins. In April MMG Patricot, a venture capital

group, raised the first tranche of a planned £200m (£203m)

See the table UK Larger Management Buy-ins 1982-1989 on Page 16

fund to finance buy-ins in Britain and France. The fund, the largest of its type in the UK, will target

underperforming, family-owned companies and divisions of larger companies with annual sales in the £100-£200m range. Patricot estimates there are between 1,100 and 2,150 companies in this category in the UK.

Advent, another UK venture capital group, announced in March that it was raising a £50m fund to invest in established but underperforming companies.

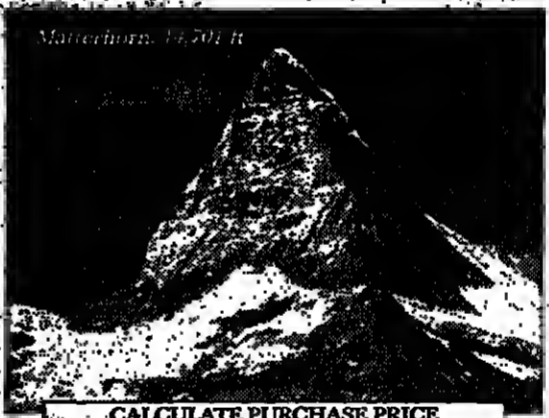
Despite expectations that, in the long term, buy-ins will grow in popularity, current high interest rates may have a greater impact on buy-ins than on buy-outs. "There are so many risks attached to buy-ins that investors are reluctant to take a risk on the leverage," notes Mr David Hinchings, deputy managing director of Midland Montagu Ventures. "The environment is not right for relatively high-risk deals. A large number of buy-ins have been packaged up and put on the shelf until interest rates come down."



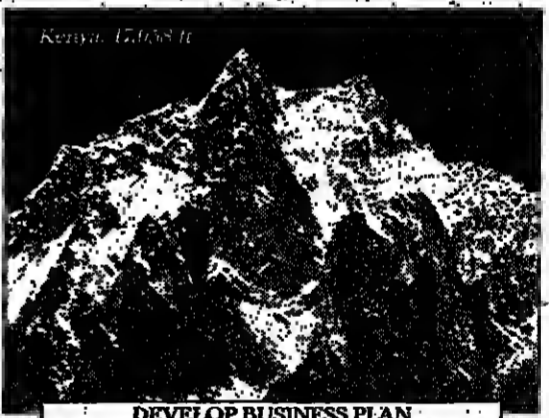
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APPROACH VENDOR



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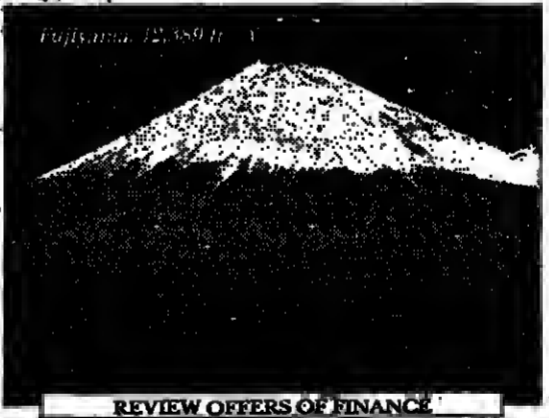
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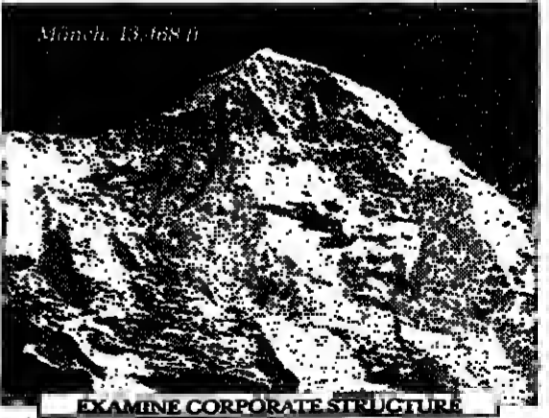
CONSIDER BUY-OUT TEAM'S RISK



IDENTIFY SOURCES OF FINANCE



REVIEW OFFERS OF FINANCE



EXAMINE CORPORATE STRUCTURE

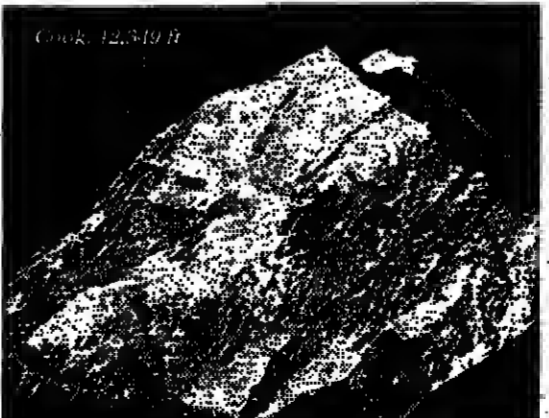
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MANAGEMENT BUY-OUTS 8

Charles Batchelor looks at the organisations arranging buy-outs

Management teams have a broad range of choice

MANAGEMENT buy-outs in Britain have traditionally been arranged by venture capitalists used to making long-term investments in unquoted companies. They combine industrial skills - "the willingness to walk round kicking tyres" - with the banker's purely financial skills.

For much of the 1980s a management team keen to stage a buy-out was best advised to run through one of the venture capital directories to find someone willing to back their venture.

Some of the venture capitalist groups were independent partnerships, such as Advent and M&M's Patrick, which raised their funds in the market. Others, such as Lloyds

Most of the original buy-out groups are still active

Development Capital, County NatWest Ventures and Schroder Ventures, were subsidiaries of larger banks and could call on their parent companies for finance.

Dominating the industry, in terms of the number of deals done, if not in terms of their value, was Investors in Industry (Ii), the largest UK provider of venture and development capital.

A number of specialist buy-out funds such as Candover Investments were also important players in the buy-out community but many of their senior managers also had backgrounds in the fields of venture capital or unquoted investments. These organisations were happy making illiquid, long-term investments in high-risk but potentially high-reward deals.

Most of the original buy-out groups are still active though in the past two years the cast of players has started to undergo a fundamental change.

The first deals involving teams of merchant bankers were completed in 1987, recalls Mr Rodney Hall, head of GE Capital Corporate Finance.

Previously, the role of lead

investor and adviser to the management team had been played by the same company but merchant banks now began acting as advisers to the management team which then went out to get the best financial deal it could find. This development coincided with a leap in the number of buy-outs of publicly-quoted companies.

These larger deals provided the opportunity for earning the sizeable fees to which merchant bankers were accustomed from their mergers and acquisitions work for quoted companies. "They didn't start to notice until the MFI deal (for an unprecedented £718m in 1987)," said one buy-out specialist. "Then they realised that big money was involved."

The merchant banks had the corporate finance skills needed to put together the ever more complex financial arrangements required to make the large deals work. Their corporate finance work also gave them useful leads on potential buy-out opportunities. In addition, they had access to substantial sources of finance which were not available to the smaller venture capital groups.

The latest of the merchant banks to move into buy-outs is Morgan Grenfell which shortly plans to raise a fund of between £100m and £200m. It has set up Morgan Grenfell Development Capital, headed by Mr Robert Smith, formerly with Charterhouse Development Capital and the man who arranged the MFI buy-out. The new development capital group hopes to raise quite sizeable chunks of finance from a small number of large investors in the UK, North America, Japan and the Middle East, and to start doing deals early next year.

The new fund plans to go for medium-sized transactions because these are less highly priced than the very large deals for which there is often

fierce competition, said Mr Michael Dobson, deputy chief executive of Morgan Grenfell. It also sees opportunities in the re-financing of earlier buy-outs.

As the deals grew bigger so the ability to raise all the finance has become more important. Only the largest players - a group of some 20 buy-out groups - are large enough to take all the finance on their own books in what is known as a "bought deal". They then syndicate it on to other financial groups later. Bought deals can be completed more quickly if the deal is on the table - or if the vendor wants to avoid too much publicity for a deal.

The increase in the size and the price of buy-outs has created a demand for mezzanine finance - high yielding loans between equity and secured lending in terms of risk - and for specialist mezzanine providers to supply it.

GE Capital, the financial arm of General Electric of the US, has set up a London-based mezzanine company headed by Mr Rodney Hall, like many others in the buy-out business, a former Ii executive. GE Capital calls on the resources of its parent company for finance but a number of rivals have established funds of their own. Drexel Burnham Lambert, the US junk bond specialist, opted for a fund with the creation of the £200m First Britannia Fund. Intermediate Capital Group (a company not a fund) was launched in London to provide mezzanine finance with £200m of start-up capital and the backing of a range of international investors including Banque Paribas, Prudential Venture Managers, Shearson Lehman Hutton and the Industrial Bank of Japan.

The large-scale buy-outs and buy-ins of public companies in recent months have attracted a new wave of American leveraged finance specialists to the UK but some American banks have been active for a number of years. Bankers Trust has arranged several major deals, including the £90m buy-out of timber distributor Mallinson Denny in 1985 and of Premier

Brands from Cadbury Schweppes. Chemical Bank has been an important provider of debt to UK buy-outs including most notably the buy-out of MFI.

Despite increasing competition from the newcomers many of the old-established buy-out groups are continuing to raise large funds to finance further activity. In August Electra Investment Trust, one of the longest-established investors in unquoted equity, created a £500m fund to invest in development capital, buy-outs, buy-ins and "recovery situations" throughout Europe.

Charterhouse Investments raised a £315m fund for European buy-outs earlier this year while MMG Patrick and Schroder

The ability to get on with buy-out advisers is most important

Ventures announced funds of £200m and £177m respectively to do buy-out deals.

For the management team looking for professional buy-out advice the wealth of choice is confusing. While the managers of public companies planning a buy-out will probably know to whom to turn, management teams in smaller businesses may be less well informed.

The buy-out team with plans for a more modest deal may rely on the recommendations of an accountant or a lawyer. They should start by looking for a buy-out group which specialises in their size of deal. Many large deal makers are not interested in transactions of below £10m-£20m while others are geared up to handle the smaller deals. Management teams in the regions, meanwhile, may find a local venture capitalist which arranges buy-outs.

Most important, though, is the ability to get on with the buy-out advisers who are selected. This is easier now than in the past. The growth in buy-out activity has had the healthy effect of broadening the range of choice for management teams.

Nikki Tait examines Employee Share Ownership Plans

Opportunity for exploitation

EMPLOYEE Share Ownership Plans (Esops) - which involve money being lent to a trust, which in turn buys shares on behalf of the workforce - remain something of an unexploited area in the UK.

In the US, some 10m people are reckoned to have an interest in the shares of their company, held in this form. Such plans have been utilised across the Atlantic since the late-1950s for the combined purposes of spreading ownership, improving remuneration packages and - by no means least - helping to finance buy-outs of companies by their employees. By contrast, there are only about 14 Esops in the UK, with the first plan being set up in 1987 at Roadchef, the motorway service operator.

That said, advocates of the Esop movement in the UK see scope for a vastly increased usage of this technique in the years to come. The Esops Centre, for example - an information and lobbying group set up to promote employee share ownership plans a year ago - says its membership has expanded from the eight founder members to some 70 organisations. These now comprise a mixture of legal firms, banking groups and accountancy practices.

There is talk, too, of further schemes in the pipeline, with some practitioners reckoning that the number of UK Esops could double or even treble in the coming year. This may be partially due to official attitudes - the 1989 Budget changes which, if still falling short of the movement's requirements, at least signalled official blessing for the concept, and a seemingly minor amendment to the Companies Act, which will become effective when the new companies bill becomes law. This last point centres on the wording of those passages which prohibit companies from supporting their own share price - and, unintentionally, poses problems for the construction of Esops as well.

There clearly exists a relationship between management buy-out schemes and Esops, but it is far from fixed. There have obviously been innumerable MBOs where Esops have never been considered - far less, implemented. And, equally, it is perfectly possible to introduce Esops without



senior management leveraging up the company and taking some form of equity stake.

That said, there are good reasons why Esops and MBOs may go hand in hand. On the one side, there are the intellectual arguments: if senior management is being given a slug of the equity on the grounds that this will prod them into running the business more aggressively, it is logical to extend the thinking further down the employee chain. On the other, there are the financial considerations. The time when the capital structure is being changed anyway, it is often a convenient point to introduce this wider employee ownership element, while the presence of an Esop adds an additional home for the higher-risk equity element involved in the buy-out.

As a result, a number of the limited band of UK Esops have fallen into one of two categories. On the first score, there are those which have actually been formed to facilitate the transfer of a company into the workers' hands - the type of deal which allowed the employees of Provincial Buses to acquire the company for £790,000, for example. The company, now called People's Provincial, was Britain's second Esop and first in which workers owned all the shares.

Equally, there have been a few Esops which have been introduced largely as a result of an MBO taking place. Following on from this, ownership benefits have then been spread more widely among the workforce.

In this case, the company subscribed for around 5 per cent of the equity and required total finance of £11m - a record at the time for the Esop movement in the UK. The provision of the advice and finance came from Chemical Bank, one of the most active of the US investment banks in this area in London, and Kleinwort Benson, the UK merchant bank.

And many observers suggest, this is a pattern which seems set to continue. The Esop concept, it is suggested, is ideal both for some of the smaller "privatisations" - the bus companies are usually held up as the best example - partly for political reasons.

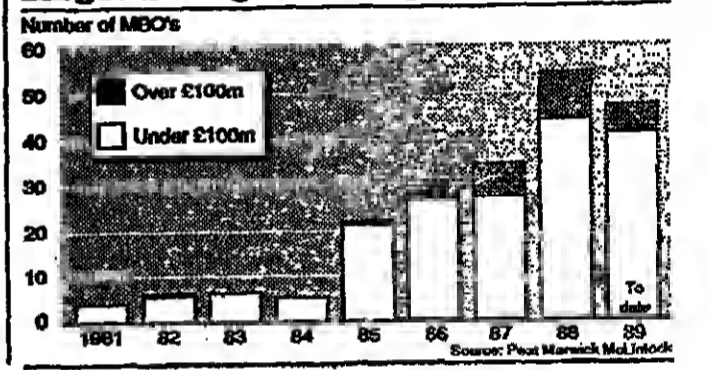
And it can be usefully extended to cases of small, unquoted companies where an owner faces retirement and lacks a natural successor. On the other hand, if the management buy-out movement continues to enjoy popularity, the desire to spread share ownership further down the employee structure can only foster the expansion of the Esop movement.

Staff stage a buy-out, Page 10

Leading Equity Investors

	No of MBOs invested in
3i	58
CIN	47
County NatWest	42
Charterhouse	37
Prudential	36
Citicorp	35
Electra	35
Globe	32
Legal & General	31
Midland Montagu	29
Candover	27
Lloyds	27
Philidrew	26
Barclays	25
Mercury	24
Kleinwort	22
Murray Johnstone	18
Schroders	18
Bankers Trust	17
ECI	15
MIM	12
Foreign & Colonial	12
Hill Samuel	12
Scottish Eastern	11
SPH Equity	11
Standard Chartered	11
SUMIT	11
Norwich Union	10
Fleming	8
Rothschild	8
Standard Life	8
Sun Life	8
Bank of Boston	7
Fountain	7
Garbmore	7
Commercial Union	7
Eagle Star	7
Gresham	7
Ivory & Sims	7
Grosvenor	7
Morchant Navy PF	7
Thompson Clive	7

Larger management buy-outs



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Company Valuation
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METSEC
Engineering and Building Product Manufacturer
1981 Venture Buyout/Restart
Company Valuation
1981 ... £1 million
Now ... £27 million*

GOODHEAD GROUP
Print, Free Newspaper Publishing, Paper and Design
1984 Venture Buyout/Demerger
Company Valuation
1984 ... £4 million
Now ... £34 million*

WARD WHITE
Specialist Retail Group
1983 Expansion Financing
Company Valuation
1983 ... £35 million
Now ... £900 million*
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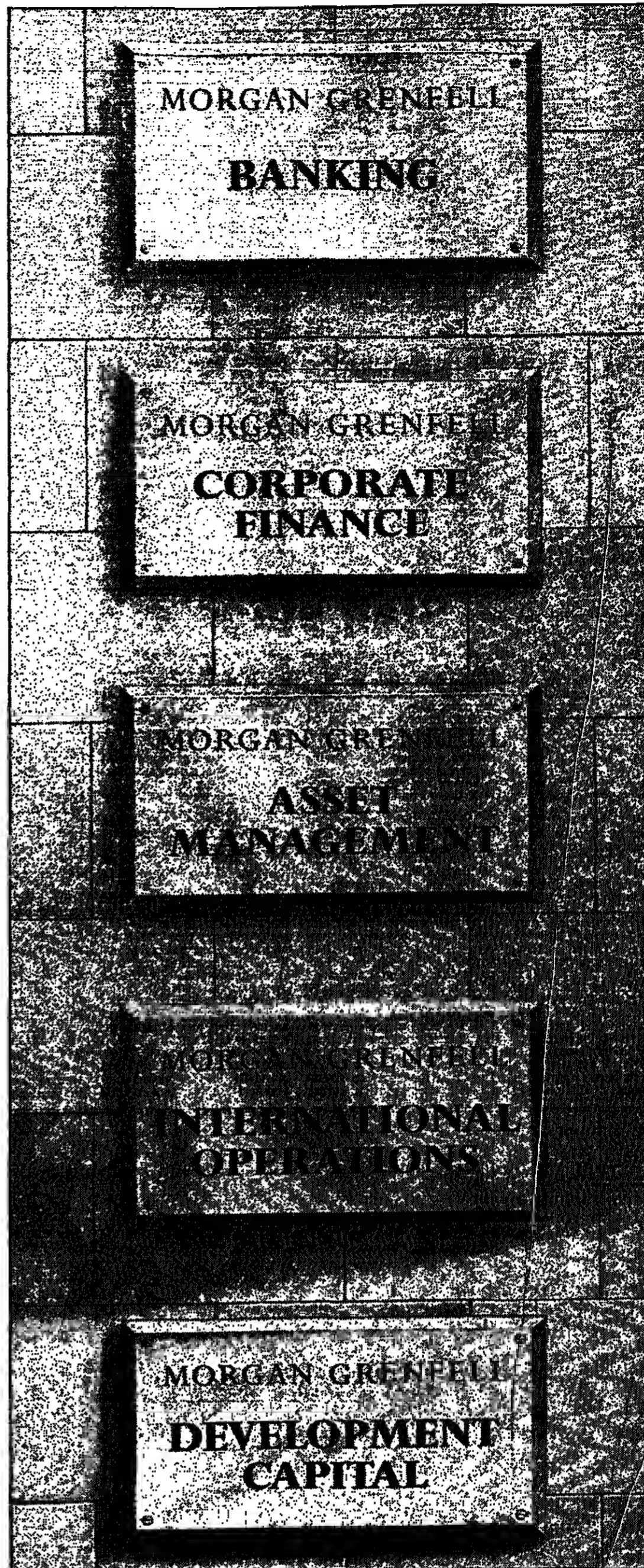
£15.25 million of subordinated debt underwritten by:
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£34 million of Senior Term Debt and an additional
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September 1989

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Morgan Grenfell Development Capital.

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Robert Smith will become Chief Executive of Morgan Grenfell Development Capital.

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MANAGEMENT BUY-OUTS 11

Ian Hamilton Fazey on the north of England

Market remains strong

national management buy-out statistics. Feats divides the market into two - buy-outs over £10m in value and those below. Thus in 1988 there were 29 of the bigger deals worth an average of £33m each, compared with 360 buy-outs worth less than £10m, the average value of which was £3.6m. A year later, 33 bigger buy-outs averaged £78m each while 480 smaller ones averaged £6.4m.

to be more smaller deals. With 31's northern deal average in the £1m to £1.25m range, it will be obvious that the north is at the fiddler end of the market, where enthusiasm for buy-outs is still strong. Mr Peter Rickitt, of Rickitt Mitchell & Partners, a Manchester corporate finance boutique, says: "We're not as glibly as them down there, you know. If anything, we have noticed an increase in corporate finance activity as the economy has slowed down."

ate, says: "We are doing no more or less than two years ago. Buy-outs are a very good way for owners of private companies to get their hands on their money." "A lot of northern ones are private buy-outs, such as in family businesses where the managing members of the family buy out the non-managing ones. This sort of buy-out is on the increase. The company's profit level is usually in the £300,000 to £1m range and the value of the company is in the £1m to £2m range."

James Buxton sums up the scene in Scotland

Buy-out mood positive

"MANAGEMENT buy-outs make an important difference in a regional economy," says Mr Norman Murray, a director of Charterhouse Development Capital. "It can mean local people buying back control of a business from larger, possibly more remote groups."

almost certainly getting more than their fair share of MBO business in the UK. Charterhouse, a subsidiary of the Royal Bank of Scotland Group, is a leading player on the UK stage, and its Scottish office was involved in deals totalling £181m in the year to September 1989, in which it invested £21.3m. These deals did not only concern Scotland.

names as Charterhouse, Ivory & Sims and EFT itself. The consequence of the transaction is that Mr Mario Maciocia, Alma's executive chairman, is now running a Dundee-based group whose turnover has risen from £1.2m in 1983 to £60m and which includes famous product lines such as Kellers butterscotch.

CASE STUDY: IMI MOULDINGS

Mr Plastics moulds jargon

OF COURSE it had to happen. In this age of jargon-speak, with buy-out being followed by buy-in, it was only a matter of time before someone decided that one of those was not sufficient to describe their situation. So the jargon moves a stage further - to the management buy-in buy-out.

"They had got manufacturing and factoring mixed up. They had two sets of people - twice as many people as needed - and two sets of machines. They got people in who knew nothing about the materials; they had two or three MDs in the last year."

wound, through which the blood was trickling out as wages," was cut to its present 270. Outdated moulding equipment was replaced at a cost of £270,000. And the product range is being improved and expanded. The company makes plumbing parts sold through DIY stores, either pre-packaged and labelled with the stores' own brands, or through the company's own Opella brand. It also makes and assembles parts for other companies' products, such as cases for Brother printers.

He expects the company to be at "breakeven or slightly worse" at the end of its truncated first year, at the end of September. Mr Humphries plans to raise turnover from its present £12m to about £15m a year by 1992, 25m to be due to exports. He is targeting the US and Europe, and wants to lift exports from virtually nothing now to about 20% of turnover. A top and bath range developed for continental Europe should be introduced in 1991, ready for the liberalisation of trade barriers the following year.

Mr David Wilkinson, director of 31's three Yorkshire and Humberside offices, says: "I don't think there is a rule on prices: very good companies will always command very good prices."

Things are still very strong in the north, I don't think there is a slowdown, although high interest rates means that people are paying much more attention to the way we can structure a deal. They are looking more for equity rather than debt."

In spite of high interest rates and the slowdown in the national economy, most northern professionals remain optimistic. The buy-out market in the north looks like remaining strong for some time.

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MANAGEMENT BUY-OUTS 12

LARGER MANAGEMENT BUY-OUTS 1981/1989 (TOTAL FUNDING IN £m)

1981	1982	1983	1984	1985	1986	1987	1988	1989 to date
£10m - £25m								
Famous Names (8) Hornby (10) Glensalgies (13) Ansalone (14)	Isis (8) Stanley Gibbons (9) Stone (18) Amalg Foods (21)	SPP Group (9) E and Am Ins (10) Thermalite (12) Victaulic (15)	Westbury (18) DFI (22) Paragon (24)	Brymon Airways (9) Evans Halshaw (10) *Cullens (10) Eison (10) Willis Faber (10) Tibbet & Britten (10) Essanelite (11) A.J. Archer (12) Record Ridgway (13) Secure Homes (13) Royco (13) Bellwinch (13) Ellerman Lines (15) V Thornycroft (19) Wades (19) Bradstock Ins (20)	Exacta (10) KDG Instruments (11) Jeyes Hygiene (11) Maccoss (11) Partco (11) Trend (12) Furmanite (12) Gomme (12) European Ind Ser (12) Intacraft Designs (15) Cundell Corrugated (15) Nestor BNA (15) Computing Devices (19) Technitron (21) Berkertax (23)	Leyland Bus (10) *Acol (10) RFS Industries (10) *Life Sciences Int (11) Venture Plant (11) Porth Dec Products (12) Holliday Dyes (12) Janson Green (13) Chalmont (14) *New Scotland Ins (15) AVO (15) Serco (15) Gold Crown Foods (15) Aqualisa Products (16) Aynsley China (18)	*Burn Stewart (10) Kirkless Chemicals (10) Radstone Tech (10) Celebrity CP (10) National Express (10) Lowfield (11) Motor World (11) Burlington Int (12) AMG Inds (13) Harrap Columbus (13) *Autoclenz (13) Film Finance (14) Gramplan CF (15) Lowndes Lambert (16) Peerless (18) Maccoss II (18) ABI Caravans (20) John Perring (21) Welland Homes (21) Travellers Fare (21) *European Brands (21) Meteor (22) Yorkshire Rider (23)	Busways (10) Citylab (10) *Range Valley (11) *Abacus (11) Sackers Silks (11) *Haigh Castle (12) *Hill Leigh (13) *Ratcliffe (13) Tallent Eng (13) Valor Stoves (14) *Country Casuals (14) BREL (14) May Gurney (15) *British Air Ferries (15) Geest CD (17) *Britannia Data Mgt (18) Mercado (18) Oyez (20) Harland & Wolff (21) *Hamleys (21) *Themes Int (22) Barbour Campbell (22) *Rubatex (22)
£25m - £50m								
	First Leisure (44)	Hugin (26) Timpeon (42) Collier (47)	Wordplex (28) Allenwest (28)		Haleworth (25) GBE International (25) Evans Healthcare (30) UK Paper (38) City Merchant Dev (40) Norwest Holst (45) *Gillow (45)	Istel (26) United News Shops (28) Clares Equipment (23) Crown House Eng. (36) *Raleigh (42) Rentco (43)	Gooding (26) *FJC Lilley (27) Harveys Furnishings (28) Mono Pumps (28) Eurocamp (32) Dwek (37) *Needwood (38) UK Shoes (38) VF Int (38) Alma (40) Goldsmiths (40) Sheffield F'masters (42)	Elizabeth Shaw (25) AEC (28) *Beacon (29) Trinity (31) FFL (31) *Court Cavendish (35) Fenchurch Insurance (35) Norwich Corrugated (36) MBS (38) Dowty Mining (45) Tyzack (48) Illingworth Morris (49)
£50m - £100m								
	NFC (54)		Target (50)	St Regis (52) Haden (50) Caradon (56) Mallinson-Denny (63) Mecca Leisure (68)	Unipart (52) TIP Europe (60) Parker Pen (74) United Machinery (86)	ETA (50) Fairley Eng (51) Pontine (80) Assoc Fresh Foods (88) *Utd Precision Ind (78) Moore's Furniture (90)	*Financial Ins (55) EIP (55) York Trailer (61) Glass Glover (62) ITC (70) *Lewis's (74) Palmer & Harvey (85) Crowther's Clothing (87) IMS Lycrete (96)	British Syphon (53) *Crockfords (53) United Carriers (55) Kanwood (62) *Square Grip (65) Ryan (70)
£100m - £250m								
				Premier Brands (102) VSEL (115)	Wickes (120) Int Leisure (157) Compass (160) ASW (181) Lee Int (188) Humberlyde Inv (205)	Invergordon (116) Hollis (120) British Fuels (134) Argus Press (207) Virgin (248)	London Clubs (120) MW Marshall (175) Charles Church (203)	
£250m and above								
	*Kingfisher (310)		Lawson Merdon (280)		Hays (255) MFI/Hygena (718)	BPC (265) *Cope Allman (265) Bricom Inds (405) *Lowndes Queensway (460) Readpack (805)	Alders (260) Magnet (665) *Gateway (2,375)	

Larger management buy-outs are taken as those with total funding of over £10m (with allowance for 1981-86 inflation). UK MBOs include MBIs (indicated by an asterisk), but exclude leveraged acquisitions where the managers' stake is insignificant, refinancings and UK financed offshore MBOs. Source: Peat Marwick McLintock

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			<p>Gateway £375,000,000 Mezzanine Co-arranged by Standard Chartered (July 1989)</p> <p>The largest to date</p>
		<p>London Clubs 4 layers of Mezzanine in transaction of £120,000,000 Arranged by Standard Chartered (May 1989)</p> <p>The most complex</p>	
	<p>BPC £40,000,000 Mezzanine Arranged by Standard Chartered (January 1989)</p> <p>Largest placement at the time</p>		
<p>Rentco International £7,500,000 Mezzanine Arranged by Standard Chartered (May 1987)</p> <p>Pan-European deal</p>			

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MANAGEMENT BUY-OUTS 14

Funding of larger management buy-outs

Equity deal leader	Total funding	Equity	Mezzanine	Debt	Mezzanine deal leader	Debt deal leader
Bank of Boston	10	24	2	8	Bank of Boston	Bank of Boston
Bankers Trust	10	1	4	5	Bankers Trust	Bankers Trust
Barclays DC	10	3	3	4	Barclays	Barclays
Barings	10	3	3	4	Barings	Barings
British Linen	10	3	3	4	Bank of Scotland	Bank of Scotland
Candover	10	3	3	4	Candover	Bank of Scotland
Candover Murray Johnstone	10	3	3	4	Bank of Scotland	Bank of Scotland
Candover SUMIT	10	3	3	4	Bank of Scotland	Bank of Scotland
Causeway	10	3	3	4	Bank of Scotland	Bank of Scotland
Causeway/Schroders	10	3	3	4	Bank of Scotland	Bank of Scotland
Charterhouse	10	3	3	4	Charterhouse	Charterhouse
Charterhouse/Citicorp	10	3	3	4	Charterhouse	Charterhouse
Charterhouse/Murray Johnstone	10	3	3	4	Charterhouse	Charterhouse
Charterhouse/Salomon	10	3	3	4	Charterhouse	Charterhouse
Chase Manhattan	10	3	3	4	Chase Manhattan	Chase Manhattan
CIBC	10	3	3	4	CIBC	CIBC
CIN	10	3	3	4	CIN	CIN
Citicorp	10	3	3	4	Citicorp	Citicorp
Citicorp/Bankers Trust	10	3	3	4	Citicorp	Bankers Trust
Citicorp/CIN	10	3	3	4	Citicorp	Den norske Creditbank

Equity deal leader	Total funding	Equity	Mezzanine	Debt	Mezzanine deal leader	Debt deal leader
Citicorp Guidehouse	10	24	2	8	Bank of Boston	Bank of Boston
County NatWest	10	1	4	5	Bankers Trust	Bankers Trust
Drexel Barabam Lambert	10	3	3	4	Barclays	Barclays
Electra	10	3	3	4	Barings	Barings
Electra/Candover	10	3	3	4	Bank of Scotland	Bank of Scotland
Electra/Scandinavien Bank	10	3	3	4	Bank of Scotland	Bank of Scotland
Fleming	10	3	3	4	Fleming	Bank of Scotland
Foreign & Colonial	10	3	3	4	Bank of Scotland	Bank of Scotland
Garshore	10	3	3	4	Bank of Scotland	Bank of Scotland
GE Capital	10	3	3	4	GE Capital	GE Capital
Globe	10	3	3	4	Bank of Scotland	Bank of Scotland
Globe/Shearson Lehman	10	3	3	4	Bank of Scotland	Bank of Scotland
Granville	10	3	3	4	Bank of Scotland	Bank of Scotland
Grosvener VM	10	3	3	4	Bank of Scotland	Bank of Scotland
Guidehouse	10	3	3	4	Bank of Scotland	Bank of Scotland
Hambro Megan	10	3	3	4	Bank of Scotland	Bank of Scotland
Hambro	10	3	3	4	Bank of Scotland	Bank of Scotland
Hill Samuel	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/Citicorp	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/County NatWest	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/Mercury/Charterhouse	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/Prudential	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/Prudential/Mechanics Exchange	10	3	3	4	Bank of Scotland	Bank of Scotland
ICI/Warburg	10	3	3	4	Bank of Scotland	Bank of Scotland
James Capel	10	3	3	4	Bank of Scotland	Bank of Scotland
Kleinwort	10	3	3	4	Bank of Scotland	Bank of Scotland
Kleinwort/Chase	10	3	3	4	Bank of Scotland	Bank of Scotland
Kleinwort/Salomon	10	3	3	4	Bank of Scotland	Bank of Scotland
Lloyds DC/MS	10	3	3	4	Bank of Boston	Bank of Boston
Low Finance SA	10	3	3	4	Bank of Boston	Bank of Boston
Marshall	10	3	3	4	Bank of Boston	Bank of Boston
Mercury	10	3	3	4	Bank of Boston	Bank of Boston
Merrill Lynch	10	3	3	4	Bank of Boston	Bank of Boston
Midland Montagu	10	3	3	4	Bank of Boston	Bank of Boston
Midland Montagu/CIN	10	3	3	4	Bank of Boston	Bank of Boston
MIM	10	3	3	4	Bank of Boston	Bank of Boston
MIM/Baker Fentress	10	3	3	4	Bank of Boston	Bank of Boston
MIM/Edinburgh Financial Trust	10	3	3	4	Bank of Boston	Bank of Boston
Morgan Grenfell	10	3	3	4	Bank of Boston	Bank of Boston
Murray Johnstone	10	3	3	4	Bank of Boston	Bank of Boston
Norwich Union VC	10	3	3	4	Bank of Boston	Bank of Boston
Phildrew	10	3	3	4	Bank of Boston	Bank of Boston
Price Waterhouse	10	3	3	4	Bank of Boston	Bank of Boston
Prudential VMI/Hambro Megan	10	3	3	4	Bank of Boston	Bank of Boston
Rotchford	10	3	3	4	Bank of Boston	Bank of Boston
Salomon	10	3	3	4	Bank of Boston	Bank of Boston
Samuel Montagu	10	3	3	4	Bank of Boston	Bank of Boston
Saudi Arabian Investors	10	3	3	4	Bank of Boston	Bank of Boston
Scandinavien Bank	10	3	3	4	Bank of Boston	Bank of Boston
Schroders	10	3	3	4	Bank of Boston	Bank of Boston
SPHG Equity Ventures	10	3	3	4	Bank of Boston	Bank of Boston
Standard Chartered	10	3	3	4	Bank of Boston	Bank of Boston
SUMIT	10	3	3	4	Bank of Boston	Bank of Boston
Unity Trust	10	3	3	4	Bank of Boston	Bank of Boston
WestPac	10	3	3	4	Bank of Boston	Bank of Boston
None/Not known	10	3	3	4	Bank of Boston	Bank of Boston



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In cases of incomplete information the levels of debt and equity has been estimated by applying the average gearing ratio for the year in which the deal took place (marked *). Source: Dealog, London, 15th September, 1989

John 150

MANAGEMENT BUY-OUTS 16

ITALY

Outlook for industry looks promising

BUY-OUTS were high on the programme when Rothschild opened its Italian office earlier this year. Financing management and leveraged buy-outs is a major objective of Old Court Italian Ventures, the L112.5bn Guernsey-based investment fund which the bank launched

in July. "MBOs are a top priority for the Milan office," states Richard Katz, Rothschild Italia's managing director. Mr Katz says that the fund, a closed ended operation which will be dissolved at the end of 1999, has aroused considerable interest among international

investors. Its advisers are Europa Investment, a company established a year ago by five Italians who had gained extensive experience of mergers and acquisitions and LBOs through Citicorp's Milan branch. Old Court Italian Ventures

will aim to complete seven operations over the next three years, though there might be as many as 15. Mr Katz expects that leverage will be four times equity on average, putting L150bn operations within the fund's sights. "We will not be looking at

high technology or at start-up situations because the reward-risk ratio is unattractive," says Mr Katz. Guided by the fund's advisers, he will be examining opportunities in small to medium-sized unquoted companies in traditional sectors where Italian industry has performed best, such as textiles, engineering and design.

He believes Rothschild's fund should not encounter difficulties in exit from investments. "The stock market will become much broader over the next five to 10 years, so quotation should provide the exit route," he predicts.

That Rothschild's fund is considered a suitable instrument for buy-out operations in Italy is confirmed by San Paolo Finance, the Milan merchant bank controlled by Istituto Bancario San Paolo di Torino, where one is being evaluated. Vittorio Foroni Lo Faro, San Paolo Finance's general manager, also sees quotation as being the exit route from his bank's investments.

But Mr Foroni Lo Faro views leverage rather differently than Mr Katz. "We are equity rather than debt oriented," he says, claiming that debt is a by-product of buy-out operations for San Paolo Finance. "We don't want to earn by debt creation and syndication. It is a matter of finan-

WE'VE DECIDED TO STAGE A MANAGEMENT BUYOUT AND I'M AFRAID YOU'RE ONE PART OF THE MANAGEMENT WE DON'T WANT TO BUY



UK LARGER MANAGEMENT BUY-INS 1983/89 (total funding in £m)

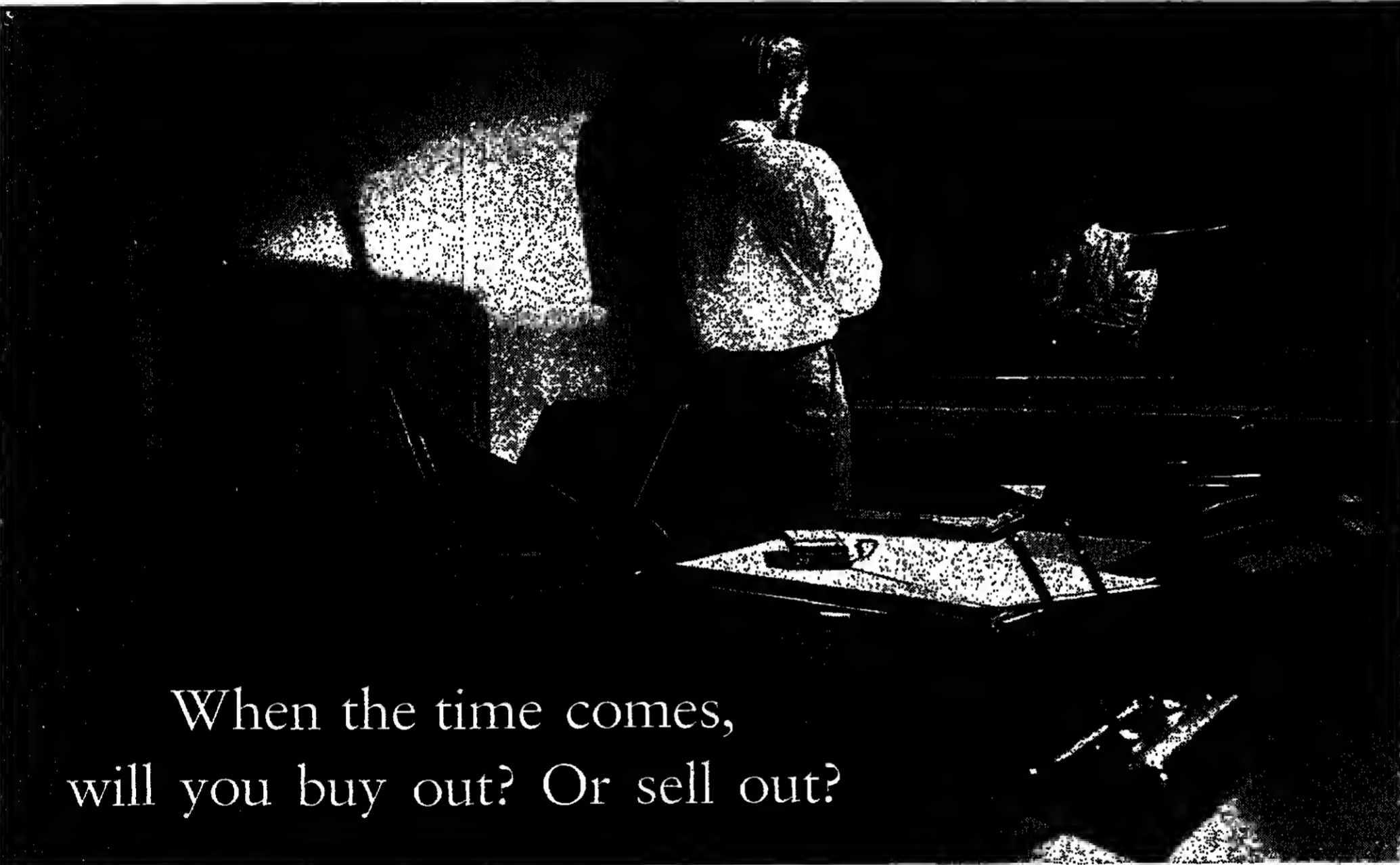
£m	1982	1985	1986	1987	1988	1989
Under 25		Cullens (10)		Acal (10) Life Sciences Int (11) New Scotland Ins (15)	Burn Stewart (10) Autoclenz (13) European Brands (21)	Range Valley (11) Abacus (11) Haigh Castle (12) Ratcliffs (13) Hill Leigh (14) Country Casuals (14) British Air Ferries (15) Britannia Data Mgt (18) Hamleys (21) Rubatex (22) Themes Int (22)
25-50			Gillow (45)	Raleigh (42)	FJC Lilley (27) Needwood (38)	Beacon (29) Court Cavendish (35)
50-100				Utd Precision Ind (76)	Financial Ins (55) Lewis's (74)	Crockfords (53) Square Grip (65)
100+	Kingfisher (310)				Cope Allman (265) Lowndes Queensway (450)	"Gateway (2,375)"

Larger management buy-ins are taken as those with total funding of over £10m. *MBOs are taken as UK deals involving a change of management control, but exclude deals treated as MBOs, UK financed offshore MBOs, leveraged refinancings & subsequent acquisitions.

cial equilibrium. I believe that it is wrong to burden companies so that their only objective for five to 10 years is cash-flow for debt repayment." Mr Foroni Lo Faro expects that many second tier LBOs involving small companies will be undertaken, and that there will be a growing number of operations linked to turnaround situations. But notwithstanding the interesting opportunities, these are not areas where San Paolo Finance, which has two operations nearing completion, will be active.

Where the bank becomes involved it will emphasise its "Italianness". "A highly personal approach is needed in dealing with Italian businessmen. Flexibility is fundamental," says Mr Foroni Lo Faro. He believes the strict deadlines and formats for financial reporting which are required by foreign financial institutions are unacceptable in Italian buy-outs.

Foreign banks are correct to recognise a growing market for buy-outs in Italy. But if they fail to take account of the local mentality they will not succeed," predicts Mr Foroni Lo Faro. Nevertheless, Citicorp is widely recognised as Italy's leading buy-out institution, a rating reinforced by Rothschild's reliance on a former Citicorp team for its plunge into the Italian market. The US institution's three operations in 1988 have been followed by a further three this year, allowing it to claim more than half of the major buy-outs completed in Italy during the past two years.



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AUSTRALIA

Breakthroughs into corporate limelight

THE Australian management buy-out industry took some significant steps in 1989 to overcome the classic "chicken and egg" problem that's been holding back its development.

First, the leveraged MBO technique was used in two of the country's largest takeovers - Mr John Elliott's audacious A\$5bn-plus privatisation of Elders IXL and Mr Abe Goldberg's A\$2bn tilt at Industrial Equity Ltd (IEL).

And second, a troublesome financing gap for MBOs was plugged with the launch of two funds for mezzanine finance raising a total of more than A\$300m.

Both these breakthroughs pushed Australian MBOs into the corporate limelight and helped the technique to gain some much needed respectability.

MBOs are now regarded as a legitimate alternative method to recapitalise businesses, rather than a fringe activity used mainly by sharp corporate paper shufflers.

In a climate where many highly-g geared entrepreneurs have crashed ingloriously, MBOs have understandably attracted scepticism.

For most of the 1980s, the technique largely remained outside the comfort zones of Australian investors, even though it has become the predominant method of corporate acquisition in the US.

But with the number of MBO deals growing, and no major failures, investors began to shed some of their reluctance, especially after the 1987 share crash.

By that year, the private Byvest group and the Midland bank-controlled Dominguez Barry Sammel Montagu (DBSM) had managed to launch two dedicated MBO funds, largely through quasi-equity investment from institutions.

And some large organisations, including Citicorp, the Security Pacific-backed Fulcrum group and the Federal Government-controlled Australia Industry Development Corporation (AIDC) also closed deals and added depth to the market.

The chief executive of Citicorp Capital Investors, Mr Ian Lansdowne says corporate boards have become much

more receptive to MBOs over the past two years.

"MBOs are now always considered as an alternative method to recapitalise businesses," he says. "Two years ago, many directors would have asked what an MBO was."

The joint managing director of Byvest, Mr David Saunders, adds that the MBO practitioners were initially seen as deal makers and regarded not too differently from fee-driven merchant bankers.

"That's changed now," he says. "The market can see we're putting our own money into deals, and of course, our reputations on the line."

But in 1988, even though a growing number of institutions had become more comfortable with MBOs, an important funding gap remained. The specialists were still finding it hard to raise mezzanine funds.

This reluctance was not overcome until late 1988 when Byvest and DBSM two mezzanine funds. They surprised more conservative investors by pulling in the cream of local institutions, including the country's two biggest - the AMP Society and the National Mutual Life Association.

Until this year Australian MBO deals remained small, with few above A\$50 million. Now, with the Elders and IEL bids using the technique, and probably involving debt of more than A\$7bn, size is no longer a problem. It can no longer be said that none of the bid deals are MBOs.

Australia's high interest rate regime, with prime business rates above 20 per cent, obviously mitigates against highly-leveraged deals of any kind. But with a spate of activity so far in 1989, the country now boasts 11 deals worth more than A\$50 million, and four above A\$100 million if Elders and IEL are included.

Bruce Jacques

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FINANCIAL TIMES SURVEY



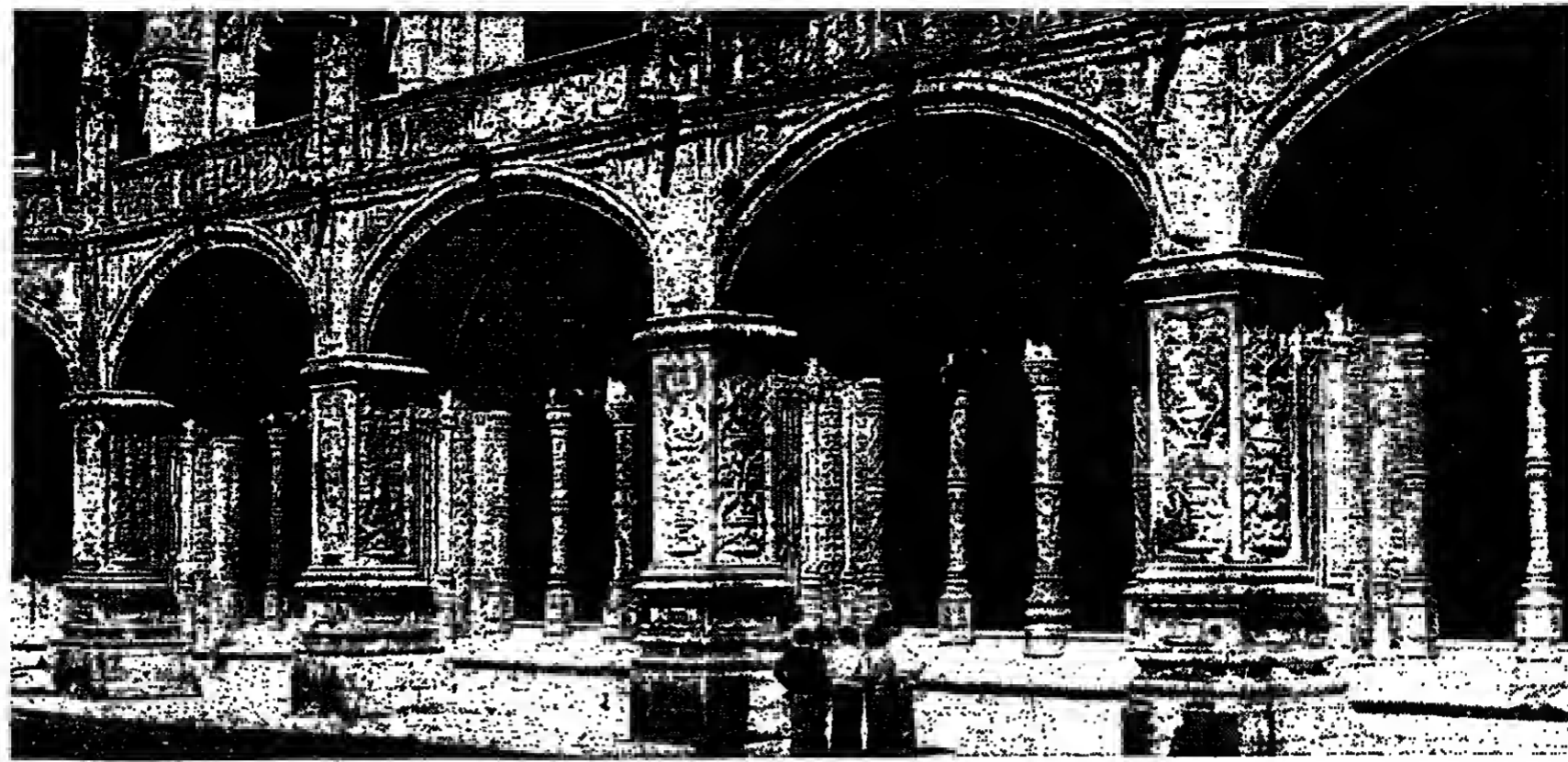
Since Portugal joined the European Community, it has been undergoing a visible, radical

transformation. The poor man of Europe has gone some way along the modernisation road, writes Patrick Blum. The next hard task is to reduce the weight of the state

From ancient to modern

THE MAYOR of Covilha, a small but rapidly growing town of the interior, proudly lists recent local accomplishments: new roads, new factories and workshops, a large hotel under construction. There are plans also to expand the airport to make Covilha a centre for tourism in the nearby Serra de Sintra mountains - for summer sight-seeing and hiking, and winter skiing, snow perched in the early evening on the town centre, brings to the sound of moped and cars screeching to a halt as young men and women gather to flirt and gossip. It might all be a little too much for the older, more traditional section of the population, but change has come to Covilha, just as it has to countless other towns up and down the country. And with it has also come a new-found prosperity, modest perhaps by Northern European standards, but significant, especially for Portugal's poorer and less developed interior. Portugal is undergoing a visible, radical transformation. Everywhere, there are signs of activity and change. There are busy building works in the larger cities where the construction boom has been a god-send to building companies whose order books are full. Office blocks are rising fast, though office space is still at a premium in Lisbon where demand outstrips supply. Outside the main cities, road works are proceeding apace, creating traffic jams and confusion along the way. The railways are being modernised, airports expanded, and the telephone network is being digitised, though again, too slowly to meet rising demand for lines. The impetus for all this change has come from Europe and from a new generation of Portuguese politicians and businessmen eager to modernise their country and bring it back to the European fold after decades of isolation and under-development. The challenges are manifold and not without risks, but the potential rewards are enormous. For years, Portugal suffered from antiquated and over-centralised economic structures, poor infrastructure and communications, neglect of education, inadequate social welfare and housing. The lack of jobs and prospects sent Portuguese, from Covilha and all over the country, abroad in search of a better life.

When it joined the European Community in 1986, Portugal was the poor man of Europe, necessitating much financial and technical assistance to begin the process of catching up with its new EC partners. Three years later, it has already come a significant way along the road to modernisation, though much still needs to be done. The Social Democratic administration of Mr Anibal Cavaco Silva, has begun the difficult task of restructuring the economy and reducing the weight of the state. It is opening up the economy, has embarked on an ambitious privatisation programme - the 1975 Constitution which did not permit privatisation of the state sector was revised earlier this year - and is ploughing resources into transport, communications, education and professional training. At the same time, the Government has begun or already introduced reforms of the tax and financial systems, of agrarian law and labour practices and of the administration. The privatisation of major companies, banks and insurance groups is injecting new life into Portugal's once-sleepy



PORTUGAL

stock exchanges and is encouraging private enterprise. New companies and financial institutions are springing up, offering new services and pressing the Government to accelerate the pace of liberalisation. With the help of a special EC programme, industry is being modernised in preparation for integration. EC grants and loans from the European Investment Bank are providing a new lifeline to many small and medium-size companies which need to spend more to modernise or expand. The move was widely perceived as a retrograde step from a Government that had made liberalising the financial system a cornerstone of its free market policies. The economy is showing signs of overheating and inflation has climbed back up to twice the European average. This is worrying those with an eye to the potential impact of full capital markets liberalisation some time after 1992.

Mr Cavaco Silva believes inflation may have peaked and that the current inflationary upswing is the price to pay for high growth rates. "We have chosen to avoid recessive policies simply to achieve lower inflation. We decided not to apply a very strict monetary policy. It was a choice we made in order to promote real convergence (with Europe). Otherwise, come economic and monetary union, we could have social, economic and financial disruptions because of the difference in economic development." Real convergence, he argues, depends on economic expansion to close the development gap. Despite tighter credit, investment has continued to grow at a fast, if slower, rate than in 1988. Foreign investment which doubled in 1988 is expected to more than double this year. There has been strong international demand for shares in privatised companies, leading to fears and alarmist headlines in some newspapers that the country was being taken over. The authorities say this is an initial reaction, but are confident that the outcry will die down soon.

The high rate of investment in industry has had one drawback. Imports of capital goods have soared which, combined with a strong influx of imported consumer goods, has had worrying and negative effects on the trade balance. Agriculture - which still accounts for about 30 per cent of the labour force - has not been left out, though change is proving slower and more difficult than for industry. Most of the large farms are in the South; they were seized during the Revolution and transformed into giant complexes or co-operatives. But there are thousands of small farms - over half of all farms have less than one hectare - whose size renders them inefficient. Agricultural productivity is low by European standards and methods of exploitation are often archaic. In its latest report on Portugal, the Organisation for Economic Co-operation and Development estimates that in 1985, the number of tractors and the quantity of fertilisers used per hectare were one-third of the EC average. But this also is changing. With financial help from the Community, new techniques and farming machinery are

being introduced. Tourism has developed rapidly, some say too rapidly and uncontrollably, and the authorities want to improve quality. Tourism has been concentrated mostly in the Algarve and, to a lesser extent, in Lisbon. But the biggest and most immediate challenge is for industry, especially for the thousands of small and medium-size private enterprises that are characteristic of the bulk of manufacturing activity. Portuguese industry is concentrated in three main activities: textiles and clothing, wood and associated products, china and earthenware. The textile industry is the most important but it faces increasing competition from newly industrialised nations in the south-east Asia. To compete, it will no longer be able to rely on low labour costs, but will have to become more efficient, moving upmarket with better quality, designs and marketing. This is true of much of Portuguese industry, which will not be able to avoid a painful shake-out on the labour front. Strong growth since the mid-1980s has boosted employment and helped substantially to

reduce unemployment, now at 4.9 per cent. But it is difficult to see how such a low rate can be maintained as companies rationalise production. The majority of workers in the textile industry are women, often with low educational levels. To provide them with new jobs, possibly in expanding service industries, will require a special effort in retraining. Portugal has enjoyed a relatively calm labour scene, but this could change with the threat of lay-offs. So far, the Government has benefited from a new mood in the country and from the genuine excitement about Europe. In places like Covilha, people take pride in their new-found prosperity, much of it as a result of European Community assistance. But there is a deeper change taking place. A keen European explains it this way: "Of course, there are the utilitarian aspects, but for Portugal to belong to the Community is an immense psychological boost. For 500 years we turned away from Europe, now this has changed. What many people overlook is how important the cultural side (of being a member of the Community) is for the poorer countries."

Editorial production Gabriel Bowman

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PORTUGAL 2

THE ECONOMY

The Governor's bad dreams

THE TASK facing Portugal's economic team is that all-too-familiar balancing act that every planner dreads. The team has to stoke the economy into sustained growth and yet it has to keep an ever-watchful eye on the pressure valve for signs of overheating.

There is room, therefore, for concern over this highly vulnerable economy which has recently begun to build leading muscles into its puny skeleton. After 1982 it will be required to compete in a deregulated, single market with the heavyweight division.

The country has built up strong reserves and improved all the ratios of its external debt

The minister, who studied economics at the London School of Economics, is right on all those counts, except, possibly, the last one, and his enthusiasm is understandable. Portugal has successfully bounced out of a 1983-88 stagnation plan.

reimbursement and about half the short-term debt has been retired while the remainder has been favourably refinanced. Buoyed by the economic turnaround, Lisbon's planners drew up the so-called PCEDED, the programme for the structural adjustment of the foreign deficit and unemployment.

Cardillo's team swung into action. The purchase of luxury items, including cars, was severely restricted, credit ceilings were tightened, interest rates on certain deposits went up, foreign borrowings were cut back and compulsory bank reserves were raised to 17 per cent.

INDUSTRY

European integration forces pace of change

THREE YEARS after Portugal's entry into the European Community and two years before most barriers fall with the completion of the Internal Market in 1992, Portuguese industry is still struggling to modernise.

with new production methods and plans for expansion. Some of Portugal's larger industrial groups, private and state-owned, have been diversifying and aggressively seeking new markets.

Facsimile machines operate at a snail's pace

agents don't know what new technologies are available, says an official of the Industrial Association of Oporto. Smaller companies have also suffered from the Government's credit squeeze and high interest rates.

channelling funds into modernisation and training which it regards as crucial. Mr Luis Mira Amaral, the Minister for Industry and Energy, says that the Government is investing with the help of EC funds some \$400m (2166m) a year in vocational training.

The European Community is helping through Fedin, a major programme to help modernise Portuguese industry and provide professional training. Other European financial assistance is helping to modernise the infrastructure, a necessary precondition for the future of industry.

KEY FACTS table with columns for Area, Population, Prime Minister, GDP per capita, Purchasing power parities, Real GDP growth, Inflation, Merchandise exports, Mergandise imports, Current account balance, Total reserves, Principal exports, Principal imports, Net receipts from tourism, Debt, Currency, Average exchange rates.

THE ONGOING CHANGE IN THE PORTUGUESE FINANCIAL SYSTEM

A.MENDONÇA PINTO*

The Portuguese financial system, in which the banking system traditionally played a major role, experienced a rapid and deep change in the course of the last years. In fact, bank credit, which in 1984 ensured nearly the overall domestic financing, reached about 30 per cent of total financing in 1988 while resources obtained in the capital market, which by 1984 was almost non-existent, accounted for 23 per cent of total financing (excluding Government financing via Treasury bills) in the last year.

The major forces behind this change in the financing of the economy were not only specific factors but also the policy for the sector. Increased profits as well as the domestic and Community aids for investment reduced corporate borrowing requirements while larger capital inflows, partly associated with domestic monetary restraint and the growing liberalization of capital movements, led to a decline in the recourse to bank credit.

The liberalization of the financial system was aimed at restructuring and strengthening competition in the banking sector, on the one hand, and at the recovery of the capital market, on the other hand.

As regards the banking sector, the major steps taken were the following:

- The opening up of the sector to private domestic and foreign initiative in 1984. Since then 10 new commercial banks were created (3 Portuguese and 7 foreign-owned banks), an investment company was changed into investment bank and a savings bank became a commercial bank.
- The widening of the range of operations performed by banks. For instance, in 1986, banks started to be authorized to take deposits over one year and to grant medium-term housing credit; in 1987, banks were allowed to issue Certificates of Deposit up to 5 years at interest rates negotiable between the parties.
- The gradual liberalization of deposit and lending rates. Credit institutions are free to decide on the rates to be practised, the sole exceptions being a maximum rate on demand deposits and a minimum rate on time deposits, with no practical effects in the present circumstances.
- The privatization of nationalized banks, started in June last with the partial privatization (49 per cent) of Banco Total & Açores. The process will be finished with the total privatization of the capital can even be envisaged since it is already permitted under the revised Constitution approved in July 1988.

In turn, and besides the favourable environment resulting from the re-launching of economic activity and investment as from 1986, other important factors contributed particularly to the revival of the capital market, viz:

- The setting up of many and diversified non-monetary financial institutions, encouraged as they were by tax incentives and the possibility to take advantage of the high intermediation margin and the credit ceilings in the banking sector;
- The measures intended for a better organization and operation of the markets, while an overall reform of the legislation governing the operation of the capital market is expected soon. This shall, inter alia, provide for a continuous negotiation system, the creating of a single domestic market, the setting up of a settlement and clearing institution and of a centre for securities as well as the furtherance of the dematerialized dealing system under way;
- The creation of new financial products, particularly public-debt instruments, since the revival of the capital market is intended not only to strengthen the effectiveness of the financial system but also to increase the share of non-monetary financing of the still high public deficit.

The latter, together with the aforesaid liberalization of interest rates and other measures adopted in the meantime (e.g. the development of instruments of intervention by the Banco de Portugal in the interbank money and bond markets and the unification, at a relatively high level, of the legal reserve requirements on bank deposits) are other measures of the ongoing process of transition from an administrative credit control to an indirect monetary control based on market mechanisms.

The changes to the indirect monetary control although necessary and urgent, owing to its effects on the financial system and the economic policy, should be gradually and cautiously made.

In order to ensure a successful transition it would be further convenient:

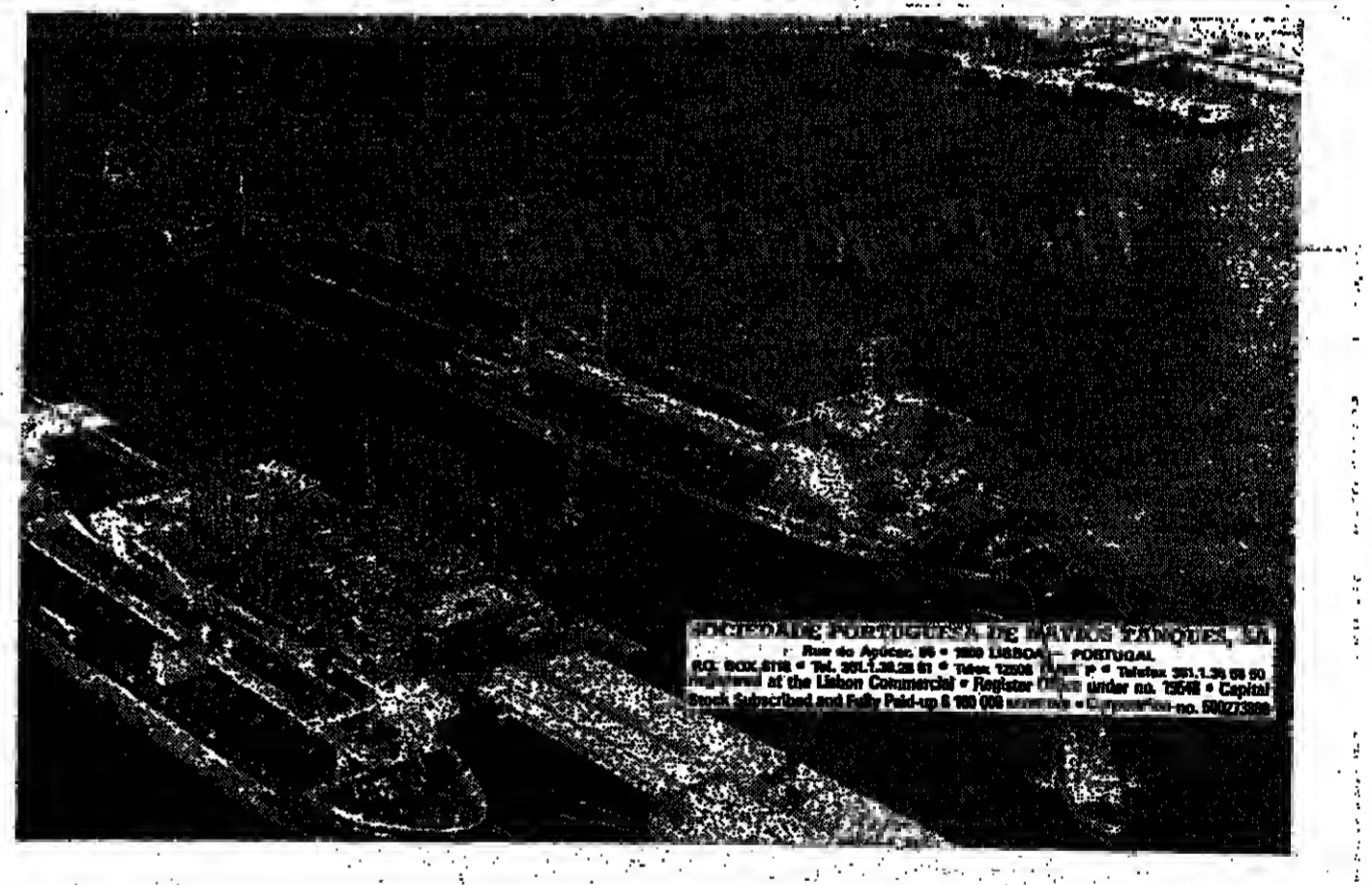
- to change the characteristics of the public debt held by the Banco de Portugal so as to make possible its utilization in open-market operations;
- to widen the reserve requirement system so as to make it cover deposit-like liabilities of non-monetary financial institutions;
- to make the interest-rate policy more flexible, in particular as regards public-debt instruments.

In line with the change in the conduct of monetary policy, the reforms in the banking sector and in the capital market shall be pursued. Despite the significant improvement in the profitability and the decline in bad debts in banks' portfolios in recent years, several public banks still need to make bulk capital increases, namely to meet the minimum solvency ratio fixed by the Community directive and to allow them to compete with other banks in Portugal and in the European single market for financial services.

The capital market should also undergo a more consistent development. In fact, the insufficient organization of the secondary market and the minor role still played by institutional investors led the 1987 crisis to have very deep traces which are being slowly corrected by the market. The present outlook is however relatively reassuring. The Statute of Tax Benefits, published in July last provides for a favourable treatment for both capital market operations and those carried out by institutional investors. The recent creation of a Securities Investment Commission, entrusted with the supervision of the market, and as mentioned, the revision of the legal framework of the primary and secondary markets are expected to develop and improve the operation of those markets.

The Public Debt Programme may afford more regular issues by the major user of the bond primary market. On top of this, and in line with the recent experience, it is to be expected that investment by domestic institutional investors grow rapidly, namely Pension Funds, and the foreign investment in the capital market gains momentum, which in fact is already happening.

* Senior Economist, Banco de Portugal August 1989 Rua Do Ouro, 27 Lisboa BANCO DE PORTUGAL



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PORTUGAL 3

Cavaco Silva is still confident, though the Government's popularity has slipped

The irritating diversion of elections

THE POLITICAL agenda is crowding in on Prime Minister Anibal Cavaco Silva's Government...

All this is not particularly welcome to Mr Cavaco Silva, nor to his Social Democratic Party (PSD)...

The political demands pressed on the Government could detract some of its energies away from its reform programme...

The Government's popularity has slipped, though this is not unusual for an administration that is a little over half-way through its term of office...

Mr Jorge Sampaio, the new leader of the Socialist Party, says the Government has been singularly inept in its attempts at consultation...

In the short term, Mr Cavaco Silva has little to fear from the opposition. Having won 50.2 per cent of the vote at the last general election...



(Above) President Mario Soares; (left) Prime Minister Anibal Cavaco Silva

(PRD), increased their joint vote by 1.6 per cent to 28.5 per cent.

The Socialist strategy is to build on the small gains made in June, and after that to continue strengthening the party's position...

"After 1991, Portugal needs another four years of political stability. This will be the period of the establishment of the European internal market...

"Sometimes I am accused of going too fast"

Mr Cavaco Silva rejects such accusations. Braganca and the interior, for instance, are areas where what we have done makes a real difference.

He believes that the Portuguese electorate will agree with him on the need for continuity. Though he admits that much remains to be done, he says many of the most difficult decisions have now been taken.

to improve competitiveness and efficiency. We must reduce bureaucracy and the size of the public sector and restructure some industries.

While almost everyone agrees that changes are needed, not everyone agrees with Mr Cavaco Silva's solutions. "Apart from infrastructure, Government plans focus mainly on the littoral (the coastal strip between Lisbon and Oporto)."

"Recent studies suggest that most investment goes to areas that are already more developed. The Government does not have a global strategy. So we have high growth that is unevenly distributed."

Mr Cavaco Silva rejects such accusations. Braganca and the interior, for instance, are areas where what we have done makes a real difference.

With his programme to liberalise the economy, Mr Cavaco Silva may well have gone both too fast and not fast enough to meet rising expectations.

Patrick Blum

CONSTITUTIONAL REFORM

A new, flexible era

"IT CAN'T be done. It's unconstitutional."

The phrase had echoed in the ears of many would-be Portuguese innovators ever since June 1976 when Western Europe's jostling constitutional hyman to state capitalism and socialist central planning was approved by a Constituent Assembly...

Revolutionary socialism was popular then: Western capitalism, said the theorists of the far left, was collapsing. But the revolution failed. Capitalism lived on in Portugal, while the acts of the revolution - nationalisation that threw 88 per cent of fixed investment into the hands of a seriously underskilled state...

In 1982, in the first review of the 1976 Constitution, politicians leaning towards the centre, who had shaved off their revolutionary beards, were eager to be rid of a different revolutionary fungus - discretionary powers of the military over the body politic.

But they spent so much time and effort emasculating the military Council of the Revolution that they failed to analyse whether a Constitution that officially pointed Portugal on the "road to Socialism" with socialisation of the means of production, worker-control of corporations and submission of private enterprise to the body politic, was compatible with anti-state monopoly EC entry...

Such soul-searching had to wait until Portugal, burdened by a public debt incurred by the hoisted, unprofitable state-run sector and representing 81 per cent of GDP, was on the verge of EC entry in 1985.

That year, Socialists campaigning for an election they lost to the PSD Social Democrats, having once

championed "the constitutional road to Socialism," began to speak with EC tongues about privatisation, break-up of monopolies, less state and more efficiency - as did the PSD who, in their former guise of Popular Democrat PFD had partly abstained, partly voted for, some of the 1976 Constitution's controversial economic clauses.

After Portugal joined the EC, it became rapidly obvious that if she did not relieve herself of state-run albatrosses, reduce her chronic deficits and debt and start generating more funds for infrastructure, health education and production, she would be at a lasting disadvantage compared with her 11 new partners.

But it took another three years to negotiate and complete a radical review of the 1976 constitution - one that plays down "workers' conquests," introduces the concept of privatisation, unwaves the tangled web of collectivisation of land and ceases to presume that private enterprise is guilty until proved innocent.

The negotiations were between Socialists and Social Democrats, Portugal's main parties, large enough between them with a little help from Christian Democrats and independents, to rally the two-thirds majority needed for constitutional change. They were a measure of Portugal's new mood of EC pragmatism and this year on June 1, some 13 years after centralisation and collectivisation were officially stamped on the national consciousness, the Assembly of the Republic voted by a comfortable majority to begin a new, flexible era.

The "Agrarian Reform" under which Communist commissars and sympathisers and illiterate unskilled farm labourers seized and forcibly-collectivised nearly 400,000 hectares of land in the Alentejo and Ribatejo provinces, has disappeared (forever, private farmers and former landowners hope) from the Constitution.

So have "irreversible nationalisations," "socialisation of the main means of production," - leaving the

field open to peaceful co-existence of private, state and co-operative property.

Worker-direction of management is no longer constitutionally compulsory (and had ceased to be practised by 1976 when the cleaners, porters and joiners learned that a revolution did not give them instant skills to run banks successfully, and went back to their old jobs) and the state's blenket constitutional possibility to "enter the management of private enterprise" is softened to "the state may only intervene temporarily in management of private enterprise."

The expression "democratic planning of the economy" was left in, but loosened up: the Master Plan that was supposed to "guide, co-ordinate and discipline economic and social life" is now a vaguely-defined development plan.

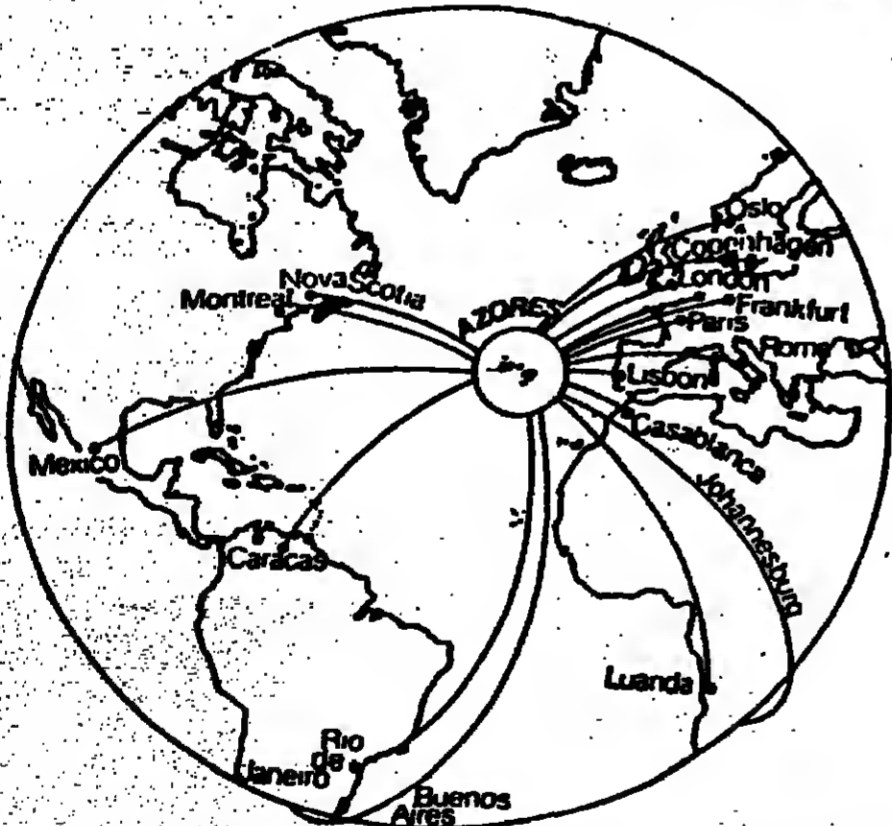
The avid response of Portuguese as well as foreign investors to the first, cautious semi-privatisation of 49 per cent of the capital of selected state-run enterprises (so far, a brewery, a bank and an insurance company) this year shows that while politicians havered and bartered for years over how far they could go in pruning back state dominion and by inference encouraging private advances, the business community was straining at the leash waiting for the first chance to put its money where the state's tangles of red tape had been.

The Communist Party which, though it never held a parliamentary majority, made the running in 1974-76 in the streets, on factory floors and in the fields, loudly condemned this year's constitutional change.

But with perestroika starting to cut a swathe through Soviet central planning and bureaucracy, Portugal's Communists were hardly in a position to bring agitation to the streets as they did highly effectively 14 years ago, to impose the conquests of the working class on a country that has now firmly opted for Western European economic as well as political democracy.

Diana Smith

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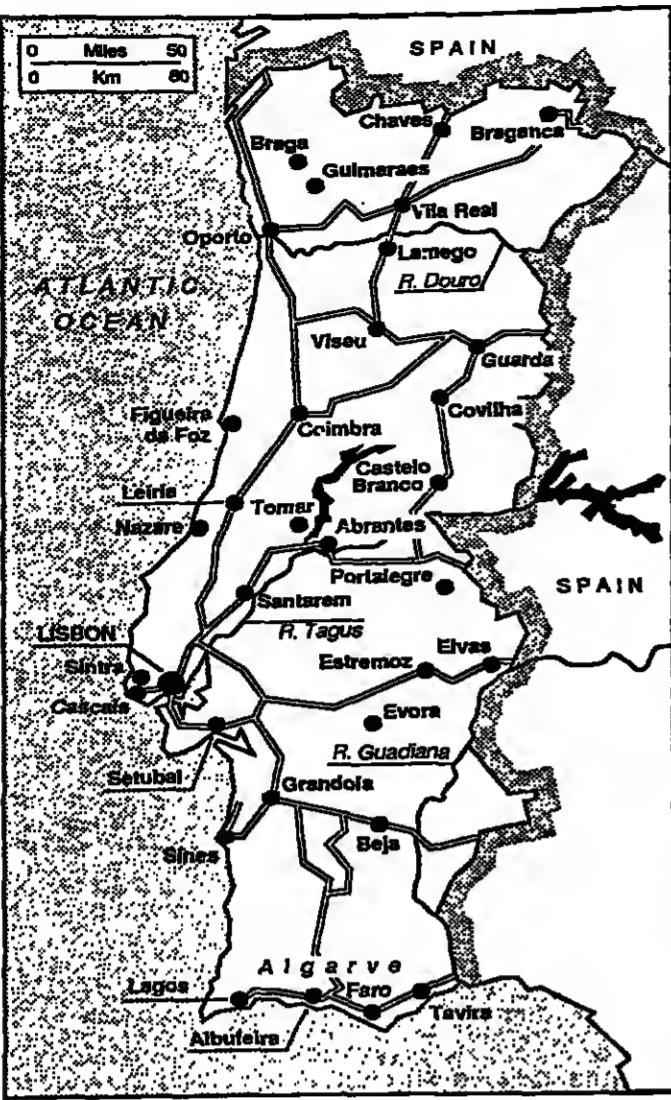
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PORTUGAL 4

Some 68 companies are set to return to the private sector

Privatisation quickens pulse of the economy



A BATTLE pitting Jose Roquette, a financier steeped in the traditions of Portugal's old banking families, against Belnairo de Azevedo, an industrialist who built a billion-dollar conglomerate from an almost bankrupt chipboard firm, is proving one of the country's most successful advertisements for privatisation.

Whatever the outcome, this struggle shows that Portugal now has private entrepreneurs able to compete for a controlling stake in a major bank," says Mr de Azevedo, head of Sonae, the country's largest industrial and services group whose sales are forecast to reach \$1bn in 1990.

Government went as far as it could under the constitutional limitations by privatising 49 per cent of public sector enterprises. A stake in the Unifor brewing company was the first to go on the market in April, followed by BTA in July.

Portuguese institutions also not boundless. Eventually, EC regulations will also limit restrictions on foreign participation. Case-by-case legislation should enable the Government to apportion capital to foreigners according to its strategy for individual companies.

Patrick Blum says banks are critical, despite good results

New spirit of competition in markets

HAVING SEEN their hopes for an end to official credit controls dashed by the imposition in March of restrictive measures to halt an inflationary spending spree, Portugal's banks managed to turn in some of their best results ever in the first half of this year.

Imports and accelerating inflation, the Government had no choice but to tighten consumer credit. He dismisses with a wave of the hand private sector grumbling about persistent government controls over the financial markets.

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The Government would like to avoid opposition charges of "selling off the family silver" to foreigners

authority will also stimulate competition and improve the working of industrial and financial markets. In addition, the sale of unprecedentedly large amounts of capital will provide stability for Portugal's developing stock market as it enters a new phase of growth.

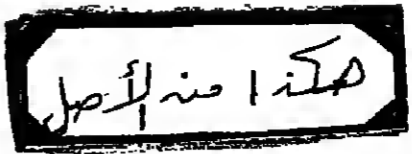
Beyond these immediate gains, privatisation will help the economy thrive by turning over bureaucratically administered, overmanned and inefficient public sector companies to more dynamic private management. Reducing the weight of the state in the economy, where in many areas it combines the role of customer, supplier, shareholder, banker and regulatory

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Continued from Page 4. nationalised institutions. They have felt most hemmed in by the ceilings. Their response is to expand.

Several foreign banks are now planning to open new retail branches in the near future. "We have to do it, because we simply don't have the volume of deposits that we need to do all our business," said one foreign banker.

Private banks are also expanding fast. The young and dynamic Banco Comercial Portugues (BCP), established in 1984 by a group of leading industrialists, is about to increase the number of its retail branches from 26 to 50.

Other relative newcomers, Banco Portugues de Investimento (BPI), an investment bank based in Lisbon and Oporto, and Finantia, an investment company, are pushing ahead forcefully with new ideas and services as well as taking an active part in the Government's privatisation programme.

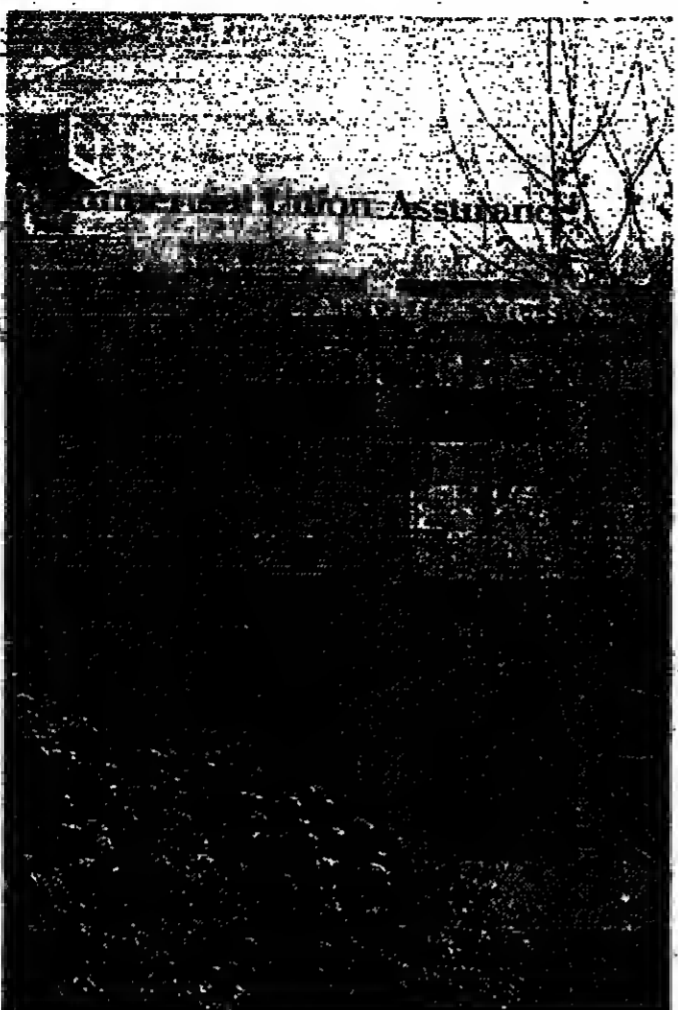
The newcomers have brought a whirl of efficiency

These new institutions, many of which were created after the 1985 liberalisation, have brought a whirl of efficiency and competition, as well as ideas to the market. They have grown rapidly, primarily by offering new services and instruments that have transformed Portugal's financial scene. They are the most fervent enthusiasts of deregulation.

No one knows how long the current credit controls will remain in force, but most bankers believe that it is only a question of time before they go. "Credit controls distort competition, and they have become less effective because people have learned how to get around them. So they may well be coming to an end anyway," one banker said.

Mr Alexandre Vaz Pinto, chairman of the Banco Espirito Santo e Comercial de Lisboa, one of Portugal's leading banks that was nationalised in 1975 and which is due for privatisation, believes that it would be difficult for the Government to drop all credit controls overnight. He says that a mixed system of direct and indirect controls over a period of time is the most probable solution.

During the transition, the authorities could lengthen the period during which a specific amount of credit is set. At the



The Commercial Union Assurance Building in Lisbon

moment the central bank announces new credit ceilings about every two months. The total amount of allowed credit is then divided among the banks according to criteria that many of the banks claim not to understand.

Setting credit ceilings over a longer period would give the banks more flexibility. Penalties for overshooting the central bank's targets could also be eased.

But perhaps the biggest challenge yet will be the integration of Portugal's financial system within the European Community in 1993. This will expose Portuguese banks to the full wind of European competition.

It is likely to shake the more fragile and over-centralised Portuguese state-owned banks that have been used to a cosy relationship with the Government. The state banks are more vulnerable than the new private sector commercial and investment banks or the branches of leading foreign banks.

State banks have tended to be undercapitalised, overstuffed and saddled with bad loans. They now have to set aside large amounts of provisions for new pension funds.

The European Commission

As state sell-offs lure investors, share values have soared

has shown some flexibility towards Portugal, but full freedom of capital flows and financial services will have to be introduced within a relatively short time.

Mr Jose Alberto Tavares Moreira, the Governor of the Bank of Portugal, says that it will be difficult for Portugal to have fully liberalised capital flows by 1992. "It will have to be negotiated with the Commission. I think that they will allow us an additional year, but after that it will be more difficult. I expect that in 1993 or 1994

we'll have to accept the full liberalisation of capital movements." Adjustments will be required not only for the banks but also for the Government. The transition could be a problem.

On the bright side, the Government's liberalisation to date has brought the financial sector to the forefront of change, though this could be eclipsed by forthcoming privatisations.

The privatisation programme has already given a new impetus to Portugal's once-sleepy Bolsa. Share values have soared as foreign and domestic investors have moved in, lured by the prospects of more state sell-offs.

The first part-privatisation last April of Unicer, a brewer, was three times oversubscribed, though strong international demand was restrained by a 10 per cent restriction on foreign purchases of reprivatised companies. In July, the sale of shares in Banco Totta e Acores, the fourth-largest state-owned bank, was 4.5 times oversubscribed. Two insurance companies are due to be privatised this autumn.

Next year, Banco Portugues de Atlantico, Portugal's leading commercial bank, will be 100 per cent privatised in what promises to be the largest disposal of state assets yet. Several other companies are earmarked for privatisation in 1990, and others are set to follow in 1991.

To help speed up the process, the Government will present a new privatisation law to parliament this autumn. Limitations on foreign acquisitions of privatised shares will remain, but the current 10 per cent limit may be raised or made more flexible - to be set on a case-by-case basis - which is more likely.

The Lisbon and Oporto stock exchanges will also be modernised and linked together into a unified market in a reorganisation to be completed by July 1990. The exchanges will introduce new technology, real time information and a new private telephone network to facilitate dealing. The reform is designed to speed up trading, make dealing more transparent, improve the flow of information and give the Portuguese market a higher international profile.

There has not been such change in such a short time in Portugal's financial markets since the 1975 revolution which nationalised almost overnight over 50 per cent of the country's capital assets. Maybe that is why Mr Cadilhe feels able to dismiss his critics quite as easily as he does.

The country must modernise its infrastructure, says Patrick Blum

The race to catch up

PORTUGAL'S race to catch up with the rest of the European Community is most noticeable along its roads.

Until only quite recently, it was not uncommon for motorists to find, to their utter surprise, that the road they had been happily travelling on suddenly disappeared as they rounded a bend. This was especially true in the poorer mountainous interior of the country. Today, thanks in large part to generous Community funds that have helped to finance a considerable programme of road construction, such an experience is becoming something of a rarity.

Leaving aside the frighteningly erratic local driving habits which give Portugal one of the highest per capita accident rates in Europe, the danger now comes from the Government's own single-minded drive to modernise the country's infrastructure.

Parts of the country appear to have been turned into vast building sites. Investment is being channelled into railways, airports, bridges and dams, to improve drainage, the cities' sewers and farm irrigation in the countryside.

New roads or resurfaced older ones that criss-cross the country from north to south and west to east make driving safer, but a good deal more confusing. The absence of adequate signposting can send unwary travellers on an endless goose-chase across maze building sites, through a maze of by-passes, and back the way they came. But it is a small price to pay for the very real improvement in road conditions, though much has still to be done.

Transport and communications are priority areas for investments. Mr Joao Maria Leitao de Oliveira Martins, the Transport Minister, says the Government is spending about Es120bn (2465m) a year at 1989 prices on transport infrastructure alone. Some 60 per cent of that goes on the roads, 20-25 per cent on the railways and about 15 per cent on the modernisation of airports and, to a lesser extent, ports.

He says the rate of investment will be maintained for the next few years to finance development plans for the roads (until 1992), for railways (until 1994), and for airports (until 1992).

Much of this investment comes in the form of grants from the European Community and loans from the European Investment Bank. Portugal received more than Ecu 600m in grants and Ecu 560.9m in EIB loans in 1988. This year, the EIB expects to lend a total of Ecu 700m.

About 70 per cent of EIB lending has been for infrastructure. For the period 1990-1994, the EIB estimates that it will lend Portugal Ecu 2.5-2.8bn. The major part will

be completed in 1991. This foresees expanding small regional airports and upgrading the two main airports at Lisbon and Oporto. Some Es5bn will be spent on expanding and modernising facilities at Lisbon's airport and to raise its capacity to 8m passengers a year. A possible second phase of development could bring capacity to 12m-15m passengers.

The Oporto airport is being expanded at a cost of Es7bn to raise passenger capacity to 1.5m. Modernisation of Faro airport - a major arrival point for tourists holidaying in the Algarve - is being completed at a cost of about Es4.5m. Small regional airports at Vila Real in the North, at Viseu and Covilha are also set for expansion and modernisation.

More radical change could be on its way. The Government is studying the possibility of privatising some railway and air services. "We want to deregulate, bring market principles and more private capital in these sectors," Mr Oliveira Martins says.

For the railways, this has already meant the closure of some smaller lines in the interior. Others may follow. Old narrow gauge railways in the northern province of Trás os Montes are likely to be closed or sold off. Candidate lines are those that are either uneconomic or less important to the national network. They include lines in areas of exceptional beauty that could become a focus for specialised tourism. But the bulk of the railways will remain state-owned.

A new law on public transport should be approved by parliament this autumn that will establish the basis for future privatisation of the railways, of TAP, the national airline, and of the national bus company.

After decades of neglect, Portugal's infrastructure is going through dramatic changes. As 1992 draws near, the pace of modernisation is accelerating. Barring accidents on the way, Portugal will by then have established the basis of a modern transport infrastructure. But that is unlikely to be the end of the road.

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The sale of 49% of the brewing group UNICER in April was three times over subscribed and the institutional tender offer price was 25% above the fixed price offer.

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PORTUGAL 6

What is behind the current wave of labour discontent? Patrick Blum explains

Trade union groups draw closer

RELATIONS BETWEEN Portugal's two major trade union federations have never been warm, but pressure from a Government determined to liberalise the economy is drawing them closer.

The independent Uniao Geral de Trabalhadores (UGT), created 10 years ago as an alternative to the pro-communist Confederacao Geral dos Trabalhadores Portugueses (CGTP), managed, against expectations, to survive and break the CGTP's near-monopoly.

Today, the UGT claims to have close to 1m members from 68 affiliated unions. The CGTP is still the largest of the two with a claimed membership of 1.4m from 156 affiliated unions.

Government shows no inclination to debate with or consult labour on key issues

acknowledge each other's existence, but until recently there had been no dialogue between them.

All this is changing. Faced with a Government that has shown no inclination to debate with or consult labour on key issues, the unions have made tentative steps towards co-operation. At least, they are talking to one another. Until now, their only contact at leadership level was within the framework of official tripartite discussions with the Government and employers in the Conselho de Concertacao Social - a consultative body which defines annual wage-price and labour questions, but which the Government has in effect boycotted since the start of the year.

Last month, the two federations held their first direct talks since the UGT's creation. They remain cautious about any future relationship. "It isn't a rapprochement. It's just that it is necessary to talk to the CGTP," says Mr Rui Costa, a member of the UGT's executive secretariat. Nevertheless, if it is not quite a spring, it could well be the beginning of a thaw in relations between the two labour bodies, and it could mean trouble in store for

the Social Democratic administration of Mr Anibal Cavaco Silva.

Despite their disunity, the unions have flexed their muscles before. A general strike in March 1988, to protest at Government attempts to restrain wages and introduce new labour laws, brought out about half the country's 3m workforce. The strike hit public transport and key industries seriously. Earlier this year, the unions organised a spate of stoppages, although the threat of another general strike did not materialise.

Since the start of the year, there have been sporadic strikes by transport workers, bank employees, teachers and other public sector workers. Doctors, lawyers and magistrates have also protested against unilateral government alterations in their career and fee structures.

There are several reasons for the current wave of discontent. Inflation is eroding wages and the Government's attempt to squeeze credit by, among other things, making hire-purchase on cars and other consumer goods more expensive, has hit popular aspirations. Portuguese workers are the lowest paid in the European Community with a legal minimum salary raised last July to E\$31,500 (E123) a month. Many earn little more than that.

Pensions are another cause of concern. Of the country's approximately 2m pensioners, about 80 per cent receive less than the minimum wage, according to the UGT which is pressing the Government to bring pensions into line with wages.

The unions are also worried about the erosion of job security. Under the Salazar dictatorship workers could easily be sacked. The 1975 revolution brought about a 180-degree swing and it became practically impossible for employers to lay off workers. Since 1981 successive governments have sought to redraw the rules and make labour relations more flexible, but they have met strong resistance. The current administration's attempts at

reform, criticised as high-handed, were a major factor behind last year's general strike.

While the unions accept the need to modernise labour relations and to bring them to European standards, the latest version of the Pacote Laboral (labour pact) passed earlier this year continues to be controversial and unpopular. Mr Manuel Lopes, a member of the CGTP's executive commission, says the Pacote aims to sweep away the social gains made by the labour movement during the revolution.

"It is a Portuguese version of Mrs Thatcher's policies," he says.

The CGTP regards the new rules covering lay-offs as the most serious problem, though Mr Lopes admits that the

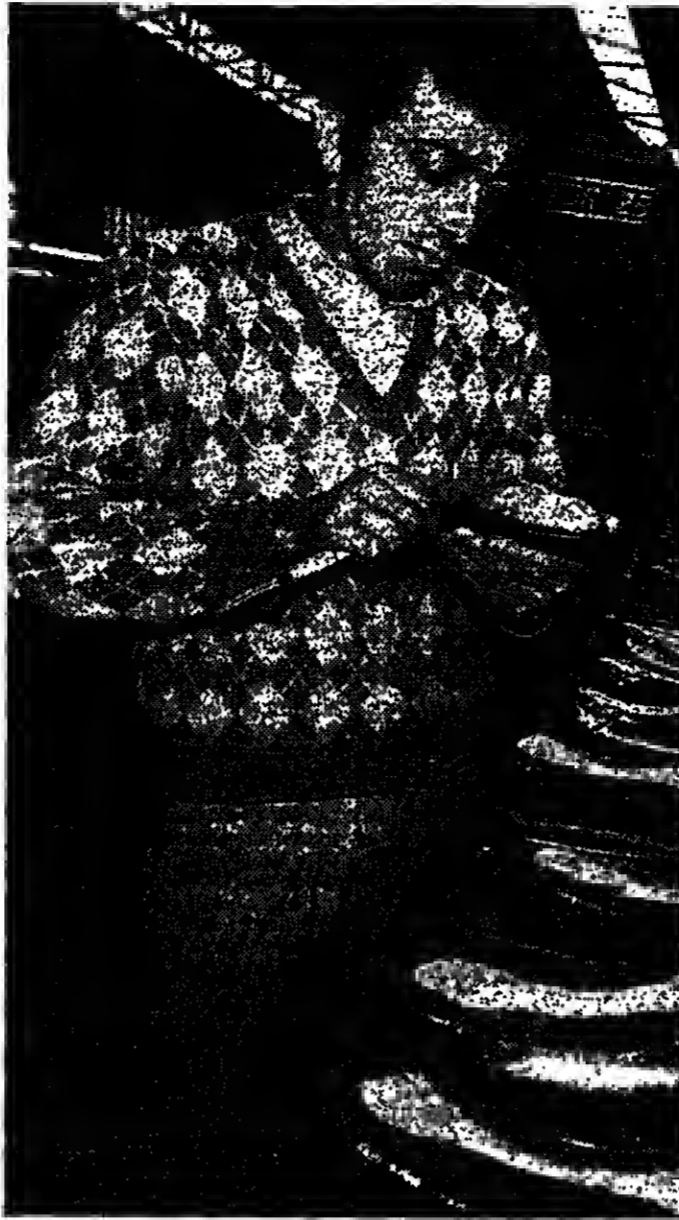
The labour pact 'is a Portuguese version of Mrs Thatcher's policies'

Pacote's latest version is not as radical as the Government's original one.

In the immediate future, the unions' attention will be focused on the current round of wage negotiations. During last year's negotiations, the Government insisted that inflation would not rise above 6 per cent, despite growing evidence to the contrary. By the end of 1988 inflation was 11.5 per cent. By mid-1989 wages had risen by an average of 10.6 per cent, but with inflation already at 13.7 per cent in August on an annualised basis, the unions say they need at least an extra three percentage points to make up for the difference.

The UGT says it cannot accept anything under 13 per cent, and the CGTP is aiming for over 15 per cent. Either way, both unions can be expected to raise the social temperature several degrees during the negotiations. Both are waiting to see how the Government will respond to their demands, stressing their desire for a dialogue. Failing that, they say they will take whatever joint action is necessary.

Safety at work is another cause for concern. Accidents at work are common, and Portugal has the highest proportion



Trimming shoes at the Basilus factory

of workplace casualties in Europe. Last year, 619 workers died as a result of accidents at work.

With Europe's lowest wages, working conditions often below European standards, and an enduring problem with child labour, the unions view with varying degrees of equanimity Portugal's integration into the European Community. The UGT says it has favoured Por-

tugal's accession to the EC from the start.

The CGTP is more guarded, but both place high hopes in moves to establish a European social charter that would guarantee trade union rights and impose tougher rules on safety. "Of course there are problems, but we don't think that there are any alternatives to Europe for Portugal," Mr Costa says.

EUROPEAN COMMUNITY FUNDS

Getting money is easy: the problem is how to spend it

A GYNIC would say that Portugal's real expertise lies in the art of obtaining money from the European Community. The World Bank estimates that the net inflow of EC cash in 1987 was about \$850m and that future annual transfers to Portugal of EC funds will be between \$900m-\$1.2bn and equal between 3-4 per cent of the Portuguese GDP last year.

Lisbon's administrators have been extremely skilful at tapping Brussels' bounty. Mr Tony Meneses, the EC's representative in Lisbon, says that Portugal was both quick in elaborating funding programmes and judicious in their presentation.

"The priority that Portugal has given to education reform and professional training is a correct one," he declares.

Mr Abelino Santana, who is responsible for Fedip, the Special Programme for Portuguese Industrial Development, says that one of the key features of the inflow of funds is that they are all channelled into one integrated programme that is run by a closely-knit department within the Industry Ministry.

Savaging the contrast, Mr Santana cites the case of EC aid to Greece: "That's been a disaster because the money went to different industries."

Portugal's handling of Community funds does not, however, lack critics of its own. Ms Paula de Brito, a consultant specialising in EC-related business at Ernst and Whinney's Lisbon office, complains of a bureaucracy that virtually strangles the delivery of funds by the Portuguese administration to the recipients of EC grants.

Administrative incompetence has been especially notorious, according to Ms Brito, in the handling of agricultural funds. "I know of applications for grants that received no reply because they were simply not forwarded by the bureaucrats," she says. The Fedip is nevertheless

the "least bad programme" in Ms Brito's view, although she is critical of the manner in which companies are deemed eligible for cash grants. Alleging that there is discrimination in the allocation of funds, she believes it is "not very logical" to favour companies that are already big and successful.

Controversy is inevitable in such a selection process. "There would probably be less controversy if there were less money to hand out," says Mr Meneses, who ensures the efficient arrival of the funds but has no control over their disposal.

'There would be less controversy if there were less money to hand out'

may be directed towards companies that are not particularly needy and will be used artificially to boost corporate profitability.

Mr Meneses concedes that the EC does not have the structure to follow up periodically the implementation of the funds it grants and to investigate allegations of mismanagement. "This is a problem everywhere in the EC," he says, "but it is probably worse in Portugal because there are many more projects."

The first assessment of the massive inflow of Community funds to Portugal is not due until next year's mid-term review of structural funds but it will, at that stage, be almost certainly too early to establish a clear picture of the situation.

The Commission gave final approval to the Fedip package only at the end of 1988 and its implementation began in the first quarter of this year. According to Mr Santana, Fedip is now achieving "crising speed" but the data he has

so far concerns intentions rather than realities - some 500 projects have been proposed and the likelihood is that there will be 1,000 a year. Mr Santana, who right now is deciding who gets how much and why, has clear ideas about the sort of Portuguese companies that will be suitable candidates for the Fedip programme. What he wants, as might be expected, are companies that are assured of expanded growth prospects.

The programme director's ambition is nothing less than to "bring about a deep modification of Portugal's productive structure" and, that being the goal, he believes that the available funding is "not all that much money."

If the cash allocation proceeds according to the blueprint, viable sectors of the economy will be growing at 6 per cent a year, up from 3 per cent, while those that have no long-term future, such as sub-sectors of the textile industry, will be slowed down from a present volatile 6 per cent growth to 3 per cent.

A sliding scale for the cash grants steps up the hand-outs to companies with innovative products that have an R & D input and to those that are seeking to increase productivity or improve quality.

Funds are also available in large quantities for programmes that seek to strengthen managerial skills, retrain employees and import qualified personnel from abroad, who are willing to transfer their know-how.

But there must be concerns about whether the arrival of such funds is, in the final analysis, merely going to paper over Portugal's structural deficiencies rather than, as Mr Santana hopes, "deeply modify" its industrial profile. The political temptation to use the Community's cash for post-pone adjustment, rather than to accelerate it, is all too real.

Tom Busby

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TEXTILES AND CLOTHING

Challenge from Asia

STORM CLOUDS are gathering around Portugal's textile and clothing industry...

In part, the Third World venter to the industry is an heirloom from the days when Portugal produced exclusively for the bottom end of its domestic market...

board and that it needs it fast. "New equipment is not enough. We have to have new management, new products, new thinking about quality and design..."

The NICs have more recent technology and will be able to keep more child labourers

labourers, that will Portugal. Although in the past two years Portugal's textiles sector has managed to increase, albeit modestly, exports to Europe...

But Mr Miguel Cardillo, the Finance Minister, refuses to see difficulties ahead. "I've listened to academics saying that textiles have so many problems that they have no future but I am not pessimistic."

The sector is, in the opinion of most, handicapped by its antiquity but Mr Cardillo makes a virtue of its traditional status and argues that because of this "the businessmen know very well what they are doing..."

Others in the Cabinet do not appear to share such views. Mr Luis Fernando Mira Amaral, Industry Minister, believes that the textile sector needs modernisation right across the

HERDADE do Espira 1986, a mellow, full-bodied red wine from the Palmela area south of Lisbon is doing well on selective wine lists.

Simple. Herdade do Espira (translation: Estate of the Sneezes) 1986 is produced by Portucel, Portugal's giant pulp-paper complex. No! It is not brewed from eucalyptus bark, pine needles or recycled cardboard, but from home-grown grapes, and is considered a connoisseur's wine.

What has wine to do with Portucel? Equally simple. The most economical, fast-growing source of pulp is the eucalyptus tree - a species loved by koala bears but reviled by some ecologists as a selfish water-devourer harmful to neighbouring species.

To produce the 800,000 tonnes of pulp a year that Portucel churns out, not to mention the 240,000 tonnes from Swedish-owned Celbi, 121,000 tonnes from British-owned Calma and 300,000 tonnes produced by rapidly-expanding Portuguese-British owned Soporcel, eucalyptus must be bred in abundance.

Portugal's climate and, in many areas, soil conditions are indifferent for agriculture but suitable for forestry, making it in principle, ideal for intensive eucalyptus-growing.

In practice, advances in eucalyptus production have had to be won against loud, occasionally violent protests at the encroachment of the tree on "farmland" (where little of any use has ever been produced and where illiterate poor scratch farmers can increase their income from chronically-slimpy but reasonable by learning how to grow and tend eucalyptus, then selling it to pulp mills).

To blunt prickly public debate, the pulp mills have intensified their efforts to show eucalyptus is not incompatible with other crops, when it is properly-planted and managed, and the companies have invested heavily in scientific forestry and in attempts to show outside producers how to grow eucalyptus rationally and not abusively.

Among the extra-curricular activities is Portucel's agri-business like wine grapes in Palmela or hazelnuts in the Castelo Branco highlands. Mr Antonio Celeste, chairman of Portucel - one of the few state-owned enterprises that makes a big profit, whose pulp exports make it one of Portugal's largest single



Pulp manufacturer Calma has diversified by buying an 80 per cent stake in Ceramica de Vaidares, which produces sanitary ware

Diana Smith looks at paper and pulp prospects

A eucalyptus success story

foreign currency earners - claims that in a few years the company's new hazelnut farms, co-managed by local farmers and adjacent to one of its eucalyptus groves, will become one of Europe's largest hazelnut exporters.

Portucel is out to prove it is ecologically-committed to diversity and can make a profit from grapes and nuts as well as pulp.

The four big Portuguese pulp companies tend their eucalyptus groves carefully. Calma has imported Brazilian technicians to make the groves even more productive and environmentally-acceptable. Celbi is equally strict about quality.

Pulp, which represents over US\$2bn exports a year for Portugal, is a big Portuguese industrial success story - a case of being able to draw on the right, largely domestic-grown raw material and to offer the right, competitively and cost-consciously-produced goods - short fibre pulp - for which world demand so far shows no sign of slackening.

Portugal's modern pulp industry is about 60 years old. Calma, set up by old Oporto British families and now controlled by Hestock Johnson of the UK, was the first to manufacture pulp, in those days long-fibre pulp from slower-growing pine trees.

Today, Portugal's pulp is high-tech, fiercely competitive and, with 1982's single market drawing near, preparing to expand, diversify and continue to research new production techniques.

For Portucel and Soporcel, today's two largest pulp companies, large-scale paper production is the next stage - logical, to them, in a concept of an industry integrated from the tree and its bark to the coated paper envelope in which you send your office letters.

Loud protests at encroachment of the tree on "farmland"

By 1992, pulp companies as a whole expect to have invested \$270bn (£1.05bn) in increased capacity or new lines.

Soporcel, in which BAT's Wiggins-Teape holds a minority stake, is investing US\$450m in the next three years, including a giant fine business-paper-making machine for its Figueira da Foz pulp mill - now Europe's largest pulp mill.

The Soporcel 100,000 tonnes a year giant paper machine will vie with the 90,000 tonnes a year paper machine installed by the dynamic young Inapa paper company near Setubal in which Portucel holds 10 per cent: the two new paper ventures will upgrade Portugal from one of Western Europe's most modest paper producers to a member of the big league, geared to a demanding export market.

Calma, whose pulp output hit a record 120,780 tonnes in 1988, took a different tack and

after a flurry of highly-profitable years, diversified capital investment away from pulp-related products. It has bought into shipping and forwarding and taken 80 per cent of Valadares ceramics which plans to be one of Europe's biggest sanitary ceramics producers. Toilets, it may not be generally known, need labour-intensive investment: the S-bend at the back cannot be finished by machine and needs hand-tooling.

Portugal's low wage levels make it a logical place for such output. The far-sighted Calma, which first sought to acquire the Pinto Basto family porcelain firm of Vista Alegre but was fought off, saw that pulp and paper were not the only commodities for which demand was unlikely to fall off.

Founded 22 years ago, Celbi is now owned by Sweden's Stora, who bought up the original owners, Bilerud, in 1964. Its production has grown steadily in the last five years and it now plans to invest US\$40m to boost pulp capacity with two new units to a total 350,000 tonnes a year. This will make the mill one of Europe's largest: 90 per cent of Celbi's output is sold to EC countries.

Portucel, a result of 1975 nationalisations and mergers of several pulp and paper companies, accounts for 51 per cent of Portugal's pulp production. It already makes paper (cardboard for packaging) as well as pulp, and exports 60 per cent of its paper

output. It is now taking a long, hard look at the European tissue market where Kleenex and Scott tissues vie for leadership, and is holding preliminary talks with the US's James River with a long-term view to getting into the tissue-making sector. It also has its eye on the Iberian peninsula's packaging market. Unlike most state-run concerns, it has bitten the bullet and reduced its labour force from 7,200 to 4,500, and is now financing expansion of pulp production in its larger plants like Setubal (an extra 120,000 tonnes of annual capacity) from its own cash flow rather than state hand-outs.

In fact, Portucel officials say wryly, they help finance the state, to which Portucel paid US\$95m in taxes last year.

Like other more forward-thinking state sector managers, Mr Celeste is not averse to semi-privatisation, at least, of Portucel, meaning a chance for not just new capital but new technology.

In all things would look unabashedly-rosy on the pulp-paper horizon were it not for the manufacturers' major complaint - the soaring price of wood. This leapt from a couple of thousand escudos to \$25,500 a cord last year and is still rising.

The cost of buying wood has led the pulp mills to try to speed up planting of their own eucalyptus groves, which brings us back to the militant ecologist. And to wine and hazelnuts.

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PORTUGAL 8

PORTUGUESE INDUSTRY is hungry for power. Rapid economic expansion is forcing the pace of a revolution in the energy sector...

Peter Wise looks at a vital sector that is being opened up to free enterprise

Energetic approach to an 'Achilles' heel

have made the sector the 'Achilles' heel of Portugal's economic development. The country's 'original sin', as he describes it, is having no...

Opening the sector to free enterprise will provide the impetus to carry these sweeping changes forward. Restrictions on private competition have recently been lifted from every area of the energy market...

significant energy resources of its own. Hydro-electric plants, wood fuels, a little poor quality coal and solar power provide only 17 per cent of total needs. The rest, including 10m tonnes of oil a year, is imported. Last year the bill came to Es200bn (£775m), representing 8.3 per cent of total imports.

Free enterprise is at the heart of our policy for providing the country with a competitive energy industry," says Mr Nuno Ribeiro da Silva, the Energy Secretary.

This may have won votes. But it left the country with neglected, inefficient energy facilities that are proving inadequate to fuel the rapid growth of the economy or to help build competitive manufacturing...

industries. Today, soaring energy consumption is straining infrastructures and increasing the urgency of diversification to reduce reliance on costly oil derivatives. Last year, high-grade petrol consumption increased 15.6 per cent by comparison with 1987...

nevertheless involves an investment of Es2.25bn. EDP cannot be restructured until the company frees itself from the constraints of a massive Es1,085bn debt. Strategic objectives for 1992 are to reduce the debt by half to cut back the workforce of 23,000 by 6,000...

A flood of proposals to build small power plants

Authorities are already dealing with a flood of 650 proposals to build small power plants, received since legislation permitting private production of up to MW 10 was passed last year.

INTERVIEW: Nuno Ribeiro da Silva

Benefits of a single energy market

ME NUNO Ribeiro da Silva, Portugal's Energy Secretary, is intent on rescuing his sector from a thankless role as a tool at the service of every government department except the Energy Department.

During the decade of political instability that followed the 1974 revolution, energy policy was manipulated to raise taxes, hold down inflation, prop up struggling industries and guarantee jobs. But energy itself was rarely a consideration.

The Social Democrat Government took the first step in this direction by appointing Mr Ribeiro da Silva to the new post of Secretary of State for Energy and Mining when it came to office two years ago.

Mr Ribeiro da Silva brought to the job a wealth of experience and expertise in energy economics gained as an academic and a corporate consultant and administrator.

Portugal's energy sector is not short of old problems. The country depends on imports, mostly oil, for more than 80 per cent of its energy needs, placing the trade deficit under constant pressure.

Expensive, inefficient power supplies penalise industry. State monopolies have stifled competition. The change of outlook wrought by Mr Ribeiro da Silva was to bring these problems into perspective and shape pragmatic solutions.

Price distortions have been corrected. A huge project to pipe natural gas into Portugal is under way. Draconian laws that frightened away all prospectors have been rewritten and searches begun for the country's own oil reserves.

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authorities are currently fighting attempts by Spain to impose what they consider 'astronomical' transit tariffs on electricity that Portugal plans to import from France under a major 10-year contract.

EC energy ministers have shown support for Portugal's position and the issue should be resolved when the Portuguese Mr Antonio Cardoso e Cunha, the Energy Commissioner, puts proposals for common transit legislation before the EC Council of Ministers this autumn.

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liberalisation of the Portuguese oil market in 1992. The intense competition this is stimulating among the 12 distributors now operating in Portugal is reflected in their rocketing spending on advertising which is 17 times higher than two years ago.



Nuno Ribeiro da Silva, the Energy Secretary

Neste Oy, already operating on several fronts in Portugal, is tipped as a possible partner.

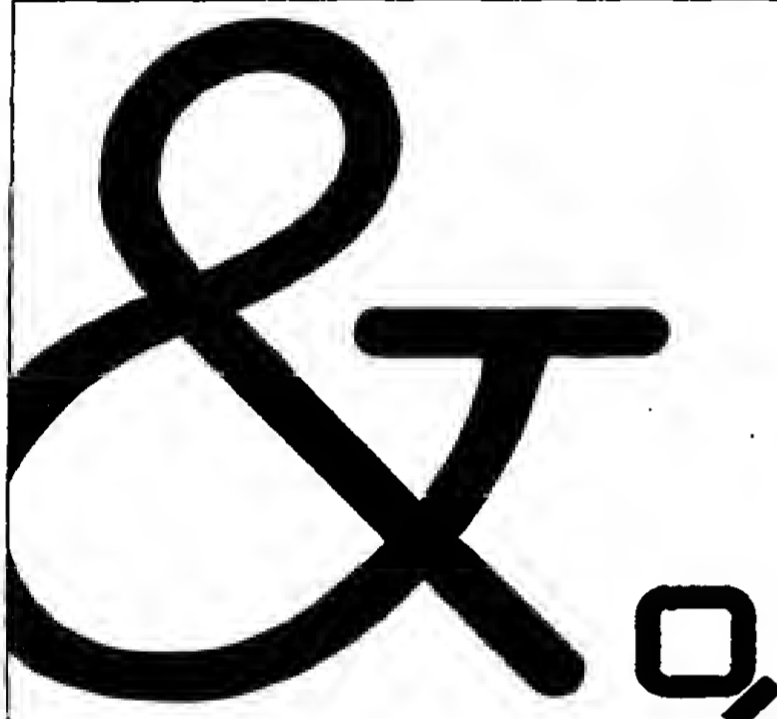
Association with foreign companies requires semi-privatisation. To this end, Petrol's status was changed this year from a state corporation to a public limited company. But officials do not expect the state to relinquish overall control of an enterprise that plays such a strategic role in the national economy.

Apart from Lisbon, the country buys natural gas in bottles

One of Portugal's most ambitious energy projects is a plan to pipe natural gas to major cities by 1993. Work is due to begin next year on the construction of a liquid gas terminal at the port of Setúbal, south of Lisbon.

From Setúbal, a 244-mile (390-kilometre) pipeline will be built along the coast to the northern town of Braga. Branches off the main pipeline will serve eight urban areas.

Competition between major European gas companies for the contract to build and operate the terminal and pipeline will intensify this autumn with the publication of legislation setting out conditions for tenders. Mainly domestic companies will also be competing separately for at least eight regional distribution contracts.



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PORTUGAL 9

Progress on the region's modernisation remains uneven, writes Patrick Blum

Work ethic of the North faces challenge

THE CHALLENGE of European integration is felt more keenly in the region that is commonly described as the North. Business there has been quick, some say quicker than in other parts of the country, to grasp the opportunities and the funds made available to modernise Portugal's economy and infrastructure.



Fish for sale in the harbour area of Oporto

The vast area which has the city of Oporto - Portugal's second largest - as its major financial and business centre, is marked by contrasts between the relative affluence of the coastal strip and the poorer less developed interior. Nevertheless, signs of the race to modernise in preparation for the European internal market in 1992 are visible throughout the region. From the province of Trás os Montes in the northernmost part, with its barren and wind-swept hills that offer no shelter, through the rapidly expanding provincial centres, down to Coimbra in the north, the same frenetic activity is evident. New roads link the interior towns and villages, new factories and houses are rising from the ground.

All this activity is transforming a region with important implications for the country's future. The North with a population of 4.5m - about half Portugal's total population and more than half its workforce - accounts for roughly half the national domestic product, half of manufacturing investment and over 60 per cent of exports. For historical reasons, the North's development has been better than elsewhere. Mr Vitor Carvalho, of the Associação Industrial Portuguesa (AIP), Oporto's business association, says that until the 1975 revolution, much of Portuguese industry was geared towards the colonies in Africa.

Trade with Spain was minimal or non-existent. Manufacturing activity remained close to the major ports. Portugal looked outwards to the sea, not to its interior which remained undeveloped.

The interior and above all its northernmost provinces were an impoverished backwater from where people, mostly the younger men, sought to escape. They were drawn towards the larger towns along the coast, or they went to France, Belgium, Britain, Germany, anywhere that is, where there

were jobs that offered the possibility of a promise of a better life. Others went to the colonies. Now this is changing. The colonies are gone, and since Portugal joined the EC, the barriers with Spain are falling fast. Trade and communications with the rest of Europe are expanding rapidly, and this gives a new chance to the interior.

The task is enormous, and the North will need to live up to its own professed work ethic to meet the challenge. There is pride and a deep-rooted feeling, especially around Oporto, that in the North people work hard while in the South - meaning Lisbon - people spend too much time on politics.

People in Oporto like to quote a popular saying which, roughly translated, says: "Oporto works, Coimbra sings and Lisbon enjoys itself."

Oporto and its surroundings have grown rapidly. Private enterprise there has been able to survive the 1975 revolutionary onslaught and prosper. Many of the North's companies are small and medium-size enterprises, which has allowed them a flexibility denied the larger state-owned companies. However, their relatively small size is also a handicap when faced with the prospect of tough competition once EC markets are opened up. At a time of tightened credit controls, imposed by the Government to control an inflationary spending spree, they also have found it more difficult to raise capital.

Everyone admits that the transition to more modern production will be difficult and in some cases painful. The source of the North's

success is also a potential source of weakness. The bulk of manufacturing activity is concentrated in traditional industries - textiles, footwear, wood and furniture, pulp and cork - which must now restructure to meet the new challenge.

The problem is especially acute in the textile industry - about 80 per cent of which is in the North - where anything between a quarter and a third of the 170,000 workforce might have to go. The industry employs a large proportion of women for whom it will be more difficult to find new jobs.

The current boom in construction will most probably absorb a large number of male workers, but for women with little education and training, conversion to new jobs will be more problematic.

Mr Carvalho says that some special training and education programmes might be needed for women. There could be jobs in the new services industries that are springing up in the region.

The restructuring and modernisation of industry will mean other changes, too. Industry will have to shift from relying on its competitive advantage based on low labour costs - Asian and Third World producers are equally competitive at that level - and move to higher quality, better design and improved marketing. It will require a change in attitudes, habits and mentality, as well as new machinery and production techniques.

Such changes will be difficult for the small and medium-size companies that are typical of much of the North's industries.

"The average entrepreneur (in the North) has a plant with 200-300 employees. Often his house is just next door to the factory, he knows all the names of his employees, and in some cases he is not only the owner, but the marketing manager, the administration manager, the production manager, as well," says the manager of a local bank.

If much of local industry is small, the North is also the home of some of the country's largest and most powerful private groups.

One such group is Sonae. Its activities range from manufacturing (wood and associated

products), distribution (supermarkets, fast food outlets), property, agribusiness, information technology, trading and banking. It is run by Mr Belmiro de Azevedo, a self-made businessman and one of Portugal's new breed of tough entrepreneurs.

Sonae has been expanding fast. It is preparing a vast project to build what could be Lisbon's and Portugal's largest yet shopping, hotel and office development. Mr de Azevedo is planning to launch a national newspaper and has already made preparations to move into television once the Government decides - as it is expected to do - to end the state television monopoly. The group is listed on Portugal's Bolsa and hopes to achieve a listing on the London Stock Exchange next year.

While Mr de Azevedo is optimistic about the region's future, he would like to see the Government speed up its liberalisation of the economy. "We (in the North) don't care too much about politics. We kept on working and investing when there was no political stability. We can manage regardless of government."

Mr de Azevedo's frankness is not always appreciated by the authorities in Lisbon, but it is not untypical of the North. "The real centre of private activity is in Oporto," says an economist with one of the new private banks.

The future is more uncertain. "The question is what will the industrial structure of the North be like in five years' time?" asks the director of the Oporto branch of an international bank.

Large groups, already highly diversified, are in a better shape to meet the challenges ahead. The economy of the North is changing and the interior's role is likely to become more important.

New industries and tourism could provide new jobs and increase the region's prosperity. Tourism, especially, is underdeveloped in a region that can boast stunning scenery from the rugged hills of Trás os Montes to the gentle and green rolling hills along the Douro valley where some of the country's most delicious wines are produced.

THE MEDIA

The laws of the market

MONDAY night Radio Televisão Portuguesa is showing the BBC's Henry VI. So you switch on for Shakespeare - and get Canadian ballet.

Sunday's treat, Gary Cooper and Ingrid Bergman in "For Whom the Bell Tolls," is listed to start at 3.15 pm. It begins at 2.20.

Try Alfred Hitchcock, Thursday, 11 pm. No. Instead, a football match. So much for press TV listings (supplied by RTP's PR department). RTP is full of surprises.

But viewers, for whom many RTP nights are not-always-magical mystery tours, take heart. The Government will break the RTP two-channel, state-run and state-funded monopoly and license a private channel. Consortia led by press barons, including former Prime Minister Francisco Pinto Balsemão, publisher of the weekly Expresso, are avid bidders.

For nine years governments vowed to break the TV monopoly. Mr Balsemão, as Premier in the early 1980s, wanted to grant a channel to the Roman Catholic church which for 13 years had the only non-state radio station, Radio Renascença.

With the radio quasi-monopoly broken in 1988 and dozens of new private local stations licensed, RDP - the state radio network - and Renascença must now try harder.

TV liberalisation is slower. The restrictive Marxist state-oriented 1976 Constitution was an excuse to keep the most popular (6.5m peak time viewers in a population of 10m) medium tied to Papa State and overmanned by bureaucrats who outnumber production staff by about 2.5 to one.

Now, the Constitution has been liberalised. So has Portugal in a world where frontiers are fading.

The kind of state television that made catatonically-bored viewers endure two-hour "debates" on dim political points that interested about 33 initiates, where the participants all gabbled at once, is dying of logarithms.

Thousands of better-off citizens, who are the nation's pacemakers and big consumers, have each invested US\$2,500 in satellite TV receivers and have a choice of 16 European or US channels. People in rural or frontier areas

direct their antennae to rapidly-diversifying Spanish TV. A new domestic channel (half-welcomed, half-feared by officials used to call the TV shots), may be RTP's nemesis unless its structures are rethought.

The break-up of TV monopoly is just one side of the change in the media that, like much of Portugal's economy, were swept into the nationalised cupboard in the 1976 revolution.

Most pre-1976 morning and evening papers were owned by banks or oligopolies confiscated by the state in 1975; they were seized to be used for revolutionary propaganda.

A year of red-hot collectivist dogma lost them readers who, while they were ill-fed by a paper that now costs Es\$50 - in its pocket. State-owned media dived into the red in more senses than one.

Enter a private sector to join the pioneering Expresso (est. 1973). From 1975 on it lured hundreds of thousands of read-

ers to weeklies but has been less financially successful with new dailies, of which Portugal has a glut.

Leaning to the centre, right or left of it, private sector papers - Jornal Novo, A Tarde, O Dia, O Jornal, Tempo, Semanário, O Diabo or O Independente scrambled for reader loyalty with fresh news and analysis, sports and arts and more recently, economic and capital markets coverage.

The boredom of most publishers or editors with economic matters, in contrast with their obsession with political speculation or between-the-lines message-sending to rivals, left media gaps.

Since the start of Portugal's mid-1980s economic surge, strenuous efforts have been made to bridge the gap - first by more comprehensive Business Market sections in the daily or weekly press, then by

a crop of glossy business magazines such as Negócios, Classe and Exame (Portuguese cousin of Brazil's successful business magazine) and finally by business fortnightly or weeklies like Porto's Vida Económica and Lisbon's Semanário Económico and Jornal do Comércio.

And so, business readership is rising from a few hundred into tens of thousands, thanks to the fact-packed style of better newspaper economy sections. These have graduated from prolix, turgidly-written analyses of debt theory to straight reporting.

That is progress for Portugal's once-monochrome press where most daily news came from the wire service monopoly, Lusa, with different headlines in each paper but identical content.

There have been bold recent experiments in general-purpose dailies or weeklies strong on glossy layout and fresh news or gossip but short of enough readers or advertisers to put them into the black. In a year two new dailies, Europa and Seculo, have started and shut down, and a handsome new Oporto-based weekly O Liberal, has lost its first editor and is trying its luck with another.

Beneath the media tide lies a rock-hard fact: Portugal has too many papers for the size, degree of literacy and buying power of its population.

Lisbon has 10, Oporto four morning or evening dailies. There are 10 major national weeklies; a minority, including Expresso, exceed the 100,000 circulation mark, but others hobble by with circulations of 10,000-20,000.

Subsidised newspaper prices and bank or government bail-outs helped some distressed public or private sector daily papers survive for years. But the laws of the market are setting in. There is less chance to nurse a dying paper, and the state has begun selling off its media like A Capital and Diário Popular, the Lisbon evening papers.

Other sales, like that of Oporto's big-selling Jornal de Notícias, the only Portuguese daily to sell around 75,000 copies, will follow, but so far no-one has mentioned bringing in private consultants to show RTP how to draw up accurate TV schedules.

Diana Smith

Too many papers for the size of its population

Advertisement for BANCO ESPIRITO SANTO E COMERCIAL DE LISBOA. Includes contact information for Head Office, London Branch, New York Branch, Madrid Representative Office, and Nassau Branch.

Advertisement for LISNAVE (ESTALEIROS NAVAIS DE LISBOA, S.A.). Features shiprepairing facilities, drydocking, and other services. Includes contact information and a list of services.

PORTUGAL 10

The law is getting tough on pollution, reports Peter Wise

Industrialists worried as green consciousness grows

OFFICIALS FROM the Department of the Environment...

Earlier, mounted paramilitary police charged northern farm workers...

Since then, officials have moved fast to produce sophisticated legislation...

of the new laws on water and air pollution within three years...

Companies accept the need for change and favour new legislation, which will replace what they see as the arbitrary decisions of different authorities...

The engines far exceeded limits established under recent anti-noise legislation...

But the owners of unlicensed motorcycles and ill-tuned cars, who make traffic noise more of a problem than exhaust fumes...

The fight against noise is only one aspect of increasingly tough anti-pollution measures...

In one of Portugal's worst ecological disasters, up to 6,000 tons of crude oil were spilled off the Atlantic coast...

In June, after a young man was killed by a police bullet during a village protest over dust from a china clay plant...

Paper pulp companies, among the country's leading export earners...

The authorities are emphatic that they want to do away with the image of Portugal as a country with lax pollution control

The companies say they have extensive scientific evidence to counter the Greens' charges...

Unexperienced in public relations, they are facing difficulties in reversing a tide of public opinion...

Legislation is currently limited to a few industrial areas. Mr Jose Macario Correia, the Environment Secretary...

Environmental legislation was virtually non-existent until a "Basic Law of the Environment" was passed in 1987...

"We are very conscious that many companies move from the north to the south of Europe seeking to reduce costs...

Legislation covering noise, toxic waste and solid waste products has already been implemented...

major laws have been drawn up and scheduled for approval in the next few months...

Water pollution: The law will stipulate what water sources may be used for the disposal of industrial effluents...

Air pollution: The law will provide a regulatory framework for EC rules on levels of air pollution...

Project evaluation: The law will implement an EC directive on assessment of the environmental impact of major projects...

The laws will apply immediately to all new projects, but existing industries will be given transition periods to comply...

The country's four paper pulp companies have signed a contract with the Government agreeing to meet the demands

THE ALGARVE

Tourists shun 'building site'

"PEOPLE don't want to live in a permanent building site," said Mr Mario Soares recently.

The President was echoing complaints by Portuguese and foreign holidaymakers about building in the Algarve.

Vacationing there for ordinary citizens as well as for presidents has become noisy. Building fever has swept the area.

Like building sites everywhere in the world, these make a racket and raise dust. Like tourists everywhere, Algarve visitors consider they booked for a jolly holiday...

They are disgruntled. So are their travel agents. So are hoteliers near building sites who have had 1989 cancellations after tourists' complaints.

Not too long ago, you could not have found a more relaxing place than the Algarve. Its white sand, warm trade winds, balmy sea temperatures, golden-ochre cliffs, fine golf courses, fish restaurants and friendly people.

Then success reared its giddy head. Licensed or clandestine helter-skelter buildings proliferated with little thought that to extract pounds, Deutschmarks, guilders or Kroser from the maximum number of visitors...

The Portuguese press began to warn of Algarve overbuilding. The Lisbon Government, worried about potential damage to tourist earnings that total over US\$2.5bn a year and

help offset chronic trade deficits, called for a co-ordinated Algarve plan, including strict supervision of building density and height, a balance between tourism and the farming for which the Algarve hinterland is naturally-endowed with reasonable soil and more sunshine hours than elsewhere in Portugal...

In the summer of 1989 once-fertile spots echo not to the laughter of children at play on the sands but to the ceaseless thunders of building works...

How, people ask, can builders be allowed to disrupt the holidays of one of the country's major sources of foreign currency and one of the major means by which its image is propagated abroad?

Since 1984, Algarve high-rise flat or villa-builders have had trouble selling space. Time-sharing loomed as a profitable alternative to full sale...

There is too much built-up Algarve space, say officials, ecologists and economists: "the excess will backfire."

It has. This year the English, the 1.5m-strong mainstay of Algarve package tourism, are moving on to fresh (and one may say quieter) fields - Turkey, the Aegean and the US.

Some 9 per cent fewer British came to the south of Portugal this year. More paranoiac Algarvians blame the English fade-out on anti-Portugal cam-

aigns in the British press, led by British tour operators who want customers to go elsewhere.

Senior Lisbon government officials, like the Minister of Trade and Tourism, refute such claims and hint the Algarve as it now is in many once-beautiful leeward spots (windward to the west of Lagos is still relatively unspoiled)...

Other hotels meanwhile, shaken by a steep drop in bookings, cut summer prices drastically, hoping to lure someone - anyone. Indeed, the number of Algarve Package tourists, who once saw the place as a rich foreigners' fiefdom, rose dramatically this year.

The English - the 1.5m-strong mainstay of the region's tourism - are moving on

long-term bank balances, the Algarve will decline from a difficult area to an ecological and economic disaster. It will be desertified through destruction of green space...

Rising prices are a conscious decision by some hoteliers who want upmarket clientele, to try to exclude by the price weapon a sometimes-rowdy downmarket that scares off quieter holidaymakers.

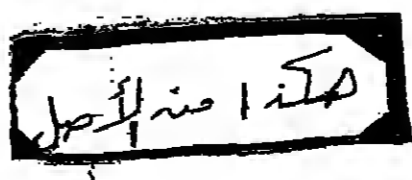
Algarvians used to boast that their region would not go the way of Spanish coastal, littered with concrete. "We control our coast," they vowed. Once, they did. Now, they do not.

In the hinterland behind the cement ambitions new fruit/vegetable/flower/or plant farming projects, part-sponsored by EC support funds, assert a different, less ecologically-savvy Algarve but if smallholders continue to sell their land avidly to tourist real-estate developers, the alienation of the Algarve will be sadder still.

Diana Smith

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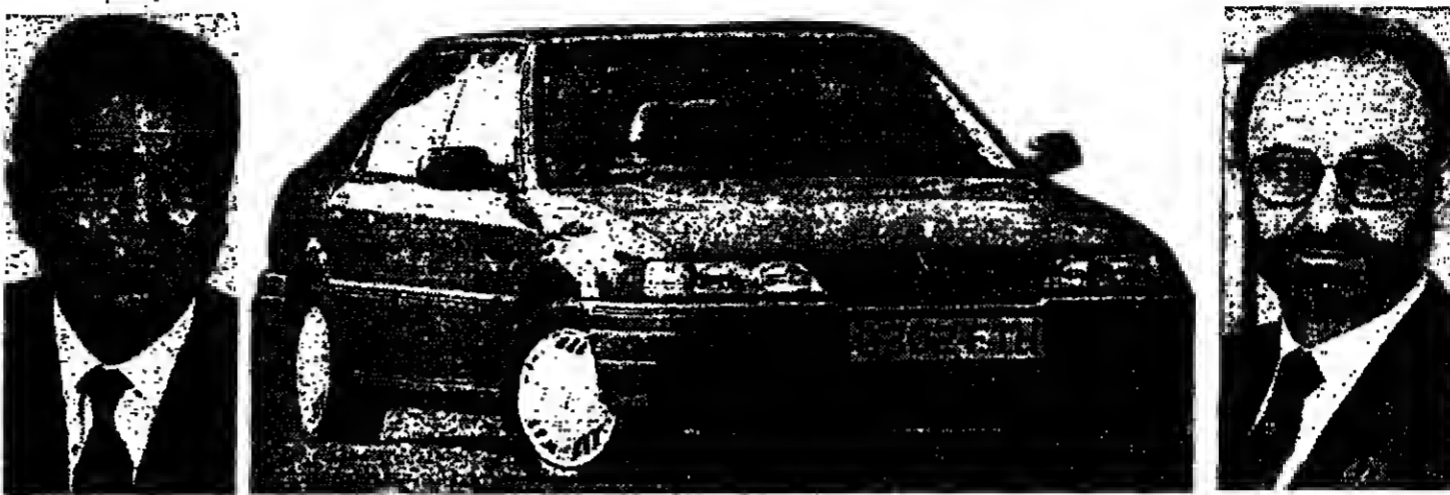
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Rover in harmony with Honda's Concerto

Kevin Done looks at the most ambitious collaboration yet between the UK car group and its Japanese partner

Rover Group, the last vestige of UK-owned volume car making, may still be walking on Japanese crutches, but this week it sets out to convince the world that it is making vital progress on the road to a lasting recovery.



The new 200/Concerto: latest fruit of links between Mr Tadashi Kume's Honda and Rover Group, headed by Sir Graham Day (right)

Rover and Honda unveil today the product of their most ambitious collaboration project to date, the Rover 200 and its sister car the Honda Concerto.

For Rover the car must stop the rot. It must arrest the apparently irreversible decline in its market share in the UK and in continental Europe, and it must convince a sceptical public that all the talk of so-called "Roverisation" - of taking the group into the more lucrative, prestige niches of each segment of the European car market - is finally bearing fruit.

for selling production from its own £300m assembly plant at Swindon in southern England, which is due to be producing 100,000 cars a year by 1994.

which is due to be finalised by the end of the year, is perhaps the biggest compliment that Rover has yet received on its long road to recovery.

considerable proportions. At the same time the acquisition has almost doubled BAe's turnover, added considerably to its assets at a give-away price, and is providing an increasingly acceptable contribution to group profits.

of the European car market, accounting for close to 30 per cent of all new car sales last year.

succession to Sir Graham Day, who has become an increasingly non-executive chairman.

Only the hatchback Rover 200 is unveiled today, but a saloon version, the Rover 400, and a sporty coupe derivative are due to follow next year.

Along with the development of a new engine family (the K-Series, an all-aluminium alloy 1.1 and 1.4 litre multi-valve engine), and the associated R55 five-speed transmission modified from a Peugeot design, Rover alone has invested more than £400m in manufacturing facilities, chiefly at Longbridge.

It has built a new body plant - heavily influenced by Honda with a substantial part of the equipment coming from Japan - a new £38m paint plant, and new assembly tracks, as well as the £200m K-Series engine and gearbox facilities.

Nearly £50m has been spent at Swindon to modernise Rover's main pressings and tool manufacturing plant.

INSIDE
CIA - the unlisted security organisation



"Learn to play the guitar." With these words, looked in a newspaper advertisement in 1976, CIA Media Communications Group sprang to life. Indeed, it still takes newspaper space tiring would-be guitarists. But the CIA of today is a very different animal from that of the mid-1970s.

It dies the media buying for blue chip groups like British Telecom and Commercial Union, has grown into Britain's second largest specialist media-buying business and is finalising plans for a USM flotation later this month. Alice Rawsthorn reports. Page 33

Zaire's forests of potential

Zaire, which possesses nearly half of Africa's forest land, is moving to revitalise this high-potential industry by attracting foreign expertise, upgrading its infrastructure and improving local saw mills. The country has the potential to be a big player in the international market, writes Howard Schissel. But the Government will have to create a favourable investment climate if this goal is to be achieved. Page 34

Tokyo market hits a home run

Sky-high land prices in Japan mean that most city dwellers have little hope of ever buying a home. It is a different story, however, for those who already own a house or apartment. Here, they have been flooding builders with orders for everything from a high-tech bathroom to a complete demolition job and construction of a Beverly Hills-type mansion. It is a trend that has given housing shares their first solid run in more than two years, explains Michiyo Nakamoto. Page 46

Mr Kane goes to Washington

Sanford Kane's task is to raise funds for an extraordinary collaborative venture in semiconductor manufacturing. US Memories aims to become a premier US manufacturer of Dynamic Random Access Memory chips. It has quickly become the focus of attention in Washington, where it has been characterised as a dangerous step towards destroying the American entrepreneurial spirit and as a symbol of efforts to re-establish US industrial competitiveness. Louise Kehoe reports on the battle to win support for the project. Page 28

The man VW relies on

For a man who earlier this year supervised the biggest-ever revolving credit facility for a West German company, Dieter Ullsparger, 44-year-old finance director of Volkswagen, is surprisingly modest. Yet there is little doubt that in the two years since his arrival at the West German car group, Mr Ullsparger has played an instrumental role in the company's switch to a more flexible and entrepreneurial financing strategy. Hajj Simonian looks at his achievements. Page 29

Table with 2 columns: Company Name and Share Price. Includes ADT, AGE, Abbott Labs, etc.

Chief price changes yesterday

Table with 2 columns: Company Name and Price Change. Includes PRAXAIR, Dreyfus, etc.

Table with 2 columns: Company Name and Price Change. Includes LOWE'S, Sunbeam, etc.

McCaw alters offer for LIN

By Anatole Kalatsky in New York

MCCAW CELLULAR Communications, the Seattle-based telephone group 26 per cent-owned by British Telecom, yesterday modified its \$60m offer for LIN Broadcasting.

LIN, the owner of the US's most attractive cellular telephone franchises, has already agreed to merge with BellSouth, the Baby Bell local telephone group operating in the Southeastern US.

McCaw, whose previous bid of \$110 a share was rejected in July, yesterday, with the full support of British Telecom, raised its offer to \$125 a share. It was not clear, however, whether the new McCaw proposal would be seen as an improvement on its previous bid because of an unusual new element designed to give LIN shareholders a continuing interest in the fast-growing cellular business.

News Corp shares slip on profits warning

By Chris Sherwell in Sydney

A WARNING from Mr Rupert Murdoch that earnings by his News Corporation "will not have their customary increase" in the current year yesterday prompted a slide in the group's shares on the Australian stock market.

His warning came at News Corp's annual meeting in Adelaide, and unnerved investors already concerned about the group's debt levels. Its shares finished 55 cents lower at A\$35.90 and helped weaken the market overall.

Ferranti chairman comes under attack from shareholders

By Terry Dodsworth, Industrial Editor

ANGRY SHAREHOLDERS yesterday confronted Sir Derek Alan-Jones, chairman of Ferranti International Signal, the British electronics group, as a consortium of British Aerospace and the French Thomson-CSF emerged as the frontrunner in the bidding to take over the company.

BAe and Thomson confirmed they were considering making a joint offer for the company, adding that they had asked Ferranti for access to "all relevant information" to be able to evaluate it.

According to Sir Derek, ISC had been through several audits and financial investigations, a rights issue and the merger before the phantom contracts manifested themselves.

Most of the answers were left to Sir John Hoskins, Ferranti's leading non-executive director and former head of Mrs Margaret Thatcher's policy unit. Sir John's support went no further than to say the management team should be kept on for the time being until the problems were sorted out.

Matra to spin off space systems

By William Dawkins in Paris

MATRA, the French defence and electronics group, will, in the next few days, take the first step towards spinning off its profitable space systems business, a prelude to a possible link-up in space electronics with GEC and Daimler-Benz.

The move, confirmed by Matra officials yesterday, comes against increasing speculation that the group will shortly announce a long-awaited partnership with GEC's space and defence electronics subsidiary, GEC-Marconi, possibly to be joined later by Daimler-Benz's Deutsche Aerospace division.

Matra says spinning off its space systems business - which represents about 10 per cent of group sales - would pave the way for a European alliance in which the three partners' space and defence electronics operations could swap shares.

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INTERNATIONAL COMPANIES AND FINANCE

Mannesmann to raise DM580m

By Andrew Fisher in Frankfurt

MANNESMANN, the West German engineering group which recently announced a strategic link-up with Britain's TI, is to raise DM580m (\$305m) through a rights issue to build up funds for acquisitions.

Although Mannesmann's name has recently been linked with several German companies, most notably Nixdorf, the computer concern, and armaments maker Krauss-Maffei, it made clear yesterday that it had no specific targets in sight at present.

It repeated that it had had no contacts with Nixdorf, which has been losing money after a long period of rising profits, and had not made or received any proposals con-

cerning the computer company.

However, Mannesmann said it was interested in buying a stake in Krauss-Maffei if the opportunity arose. But no negotiations were taking place at the moment, it said.

MBB, the aerospace group, has to dispose of its 12.5 per cent shareholding in Krauss-Maffei under the terms of the takeover of MBB by Daimler-Benz.

Mannesmann said its new shares would be available in November on a one-for-nine basis at a price of DM200. This compares with yesterday's closing price of DM280.

Since the start of this year, the shares have gained around 30 per cent.

The rights issue is the latest of several by German companies at a time of continued stock market buoyancy. Dresler Bank, Lufthansa and Daimler-Benz have all announced capital increases in the past few weeks.

Mannesmann said it intended to use the money to continue the restructuring which has put it in a strong position at a time of surging orders for German machinery.

It wants to reduce further the share of steel tubes in its total business below the present 22 per cent in 1970, these formed almost half its turnover.

One of the reasons for the German company's acquisition

of a 5 per cent holding in TI for \$41m (\$66m) was to explore acquisition opportunities in Europe or in the US, where TI is strong and Mannesmann wants to expand.

The German company has made modest purchases in the US.

Mannesmann's latest figures showed the extent to which it was sharing in the flow of orders into the German engineering industry, with a 54 per cent rise in new business during the first half of 1989 in its machinery and plant division, including the Demag and Rexroth subsidiaries.

Total group orders were 26 per cent higher at DM13.4bn and net profits advanced by 28 per cent to DM1.75m.

Parkfield to make videos from Pathé film library

By Jane Fuller in London

PARKFIELD GROUP, the UK manufacturing and entertainment mini-conglomerate, is delighted with its purchase of the British Pathé News Library from Weintraub Entertainment, of Los Angeles and London.

The assets, acquired for \$16m (£10.2m), comprise more than 12m ft, or 2,300 hours, of newsreel covering events from 1896 to 1970.

Among the gems in the Pathé News and Pathé Pictorial archives are Queen Victoria's Diamond Jubilee, the Wright brothers' flight at Kitty Hawk in 1903, two world wars and the swinging sixties.

Mr Roger Felber, chairman, said Parkfield would use the library to make documentaries.

It was already making videos about contemporary subjects, such as the England footballer Gary Lineker, but Pathé would herald a departure into history.

All sorts of ideas were being mulled over for the four releases a month scheduled from next June such as famous figures as Churchill or Stalin; the histories of popular subjects such as royalty or aviation; and hard old news - "great disasters," for example.

It was through seeking old film footage that Parkfield uncovered this "Aladdin's cave" of preserved news.

"We wanted to make 40 videos entitled The Year You Were Born, covering the years 1980 to 1989. And the production people kept going back to the same source: Pathé."

"We suddenly realised that you could do the histories of the Olympics, Wimbledon, the Kennedy's, the Beatles. The footage was being under-used," said Mr Felber.

Although Pathé has no history of income or profits, it has been part of an eventual ownership scene.

In 1986, Thoru EMT sold it as part of its extensive film library to Bond Corporation, which rapidly passed it on to the Cannon film company.

Weintraub, which has a film library, makes motion pictures and promotes concert artists, bought it in May 1987.

BNP buys small US bank

By George Graham in Paris

BANQUE Nationale de Paris (BNP), the largest French state-owned bank, is to boost its presence in the US banking market with the purchase of Central Bank, a small Californian bank, from Central Banking System for \$64m.

BNP's Californian subsidiary, Bank of the West, ranks eleventh in the state, with total assets of around \$1.8m and 45 branches, mostly in northern California.

The acquisition of Central Bank will double Bank of the West's branch network and add around \$1bn of assets. The combined network will be concentrated in the Bay area around San Francisco and in Central Valley. BNP last year launched a \$100m bid to take over WestAmerica Bancorp, a medium-sized Californian bank, but was rebuffed by the board and withdrew its offer.

Central Bank, meanwhile, has recently suffered some difficulties, and has been required by state banking regulators to make provisions for bad debts.

The bank said its tangible net worth was \$36.7m, including these charges but offset by \$13.5m from the sale in July of some insurance activities.

If the audit of Central Bank now under way finds that its net value is less than \$54m, the price will be reduced dollar for dollar down to \$27.5m; if the

value is found to be less than this, BNP has the option to withdraw from the transaction.

BNP is close to agreeing the sale of Banque Francaise Commerciale, its regional banking unit, to Istituto Bancario San Paolo di Torino, the Italian state bank. The sale, which has been under discussion since June, should be finalised this month, Suez said.

Suez plans to sell a 52 per cent stake in Banque Francaise Commerciale which has 25 branches, mostly in south-eastern France. Its net profit in 1988 was FF23.3m (\$3.64m) and its balance sheet totalled FF3.1bn.

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SE-Banken profits rise 4.5%

By Robert Taylor in Stockholm

SKANDINAVISKA Enskilda Banken, Sweden's largest commercial bank, yesterday announced an increase of 4.5 per cent in group operating profits for the first eight months of the year to SKr3.196m (\$480m).

At the same time the bank's confidence in its full confidence, its chairman, who is under investigation by the tax

authorities over alleged irregularities.

SEB's lending in Swedish krona rose by 12.2 per cent to SKr67.51bn, while the bank's borrowing went up by 6.7 per cent to SKr63.65bn. There was a much stronger performance in lending in foreign currencies of 27.2 per cent to SKr2.77bn in the first eight months, while borrowing in foreign currencies rose by 43

per cent to SKr95.54bn.

The bank still predicts that results for the whole of 1989 year will be better than in 1988, when there was a 16 per cent growth in the group's operating profits to SKr4.67bn.

Group costs for the first eight months increased by 10.1 per cent, substantially lower than last year. Profit per share increased to SKr9.40 compared with SKr8.87.

Outokumpu helped by metal prices

By Enrique Tessier in Helsinki

OUTOKUMPU, the state-owned Finnish base metals group, yesterday reported a 32 per cent increase in turnover to FMk 69bn (\$1.79bn) for the year ended August and a rise from FMk 1.17bn to FMk 1.66bn in operating profits.

Income before extraordinary items rose from FMk 573m to FMk 995m while income before appropriations went up to FMk 806m from FMk 435m.

Mr Pentti Vuotilainen, the chief executive, attributed the group's good performance to high world prices (especially copper, zinc and nickel) and to the favourable impact of recent acquisitions.

The outlook for metal prices remained favourable. There were no signs of any pending significant decrease in prices, Mr Vuotilainen said.

However, a strike by 128 members of the Metalworkers' Union at Outokumpu Steel's stainless steel melting shop in the northern Finnish city of Tornio had forced the company to shut down its hot rolling mill production there.

Outokumpu sources added that if the strike continued it would also be forced to shut its cold rolling mill.

FLS to launch DKr700m issue

By Hilary Barnes in Copenhagen

FLS INDUSTRIES, one of Denmark's largest industrial groups, will tomorrow launch a DKr700m (\$100m) share issue, its first equity offering since 1982.

The group, best known for cement mill construction, consists of some 175 companies in seven divisions, including engineering, building materials, packaging, investment services, aircraft repair and maintenance.

It is controlled by Potagua, a family-controlled investment company. Its effective shareholding will be diluted from 57 per cent to just above 50 per cent when the planned share issue, consisting of 1m B

shares, gets underway tomorrow. Group turnover last year was DKr3.05m, about 85 per cent of it in Denmark, where the group dominates the building materials market.

Mr Birger Blisager, FLS chief executive, said turnover was expected to increase by about DKr1bn annually for the next few years, boosted by organic growth and acquisitions.

The group's earnings record over the past decade has been mixed. But the corner may have been turned following a shake-up of top management and structural reorganisation.

Last year pre-tax profits recovered from DKr71m to

DKr306m and the improved performance was maintained in the first half of the current year. Interim 1989 pre-tax profits increased from DKr171m to DKr202m on turnover up from DKr3.4bn to DKr4.11bn.

The recent announcement that FLS's engineering division had secured new orders worth about DKr1bn, including cement plant in Poland and the US and a pulp plant in West Germany, underlined the improved trading environment.

New engineering orders so far this year total DKr3.5bn, almost double those taken by the division in recent years. Profits for 1989 are expected to be "very satisfactory."

Alivar-Barilla joint venture given boost

By John Wyles in Rome

NEGOTIATIONS between Alivar and Barilla on a new public-private joint venture in the Italian food industry were given a preliminary political blessing yesterday by Mr Carlo Fracanzani, the Minister for State Shareholding.

Although no final agreement has yet been reached, Alivar's parent, the state-owned SME holding company, has revealed it will hold a 51 per cent majority stake in the joint venture, which is expected to bring together some of the two companies' bakery businesses.

Barilla, however, will have management control.

The symbolic importance of any such agreement is that it would finally close the SME

privatisation affair. The sale of the state holding to Mr Carlo De Benedetti in 1985 was blocked by the Government and Barilla formed part of a rival consortium which hoped to succeed where Mr De Benedetti had failed.

The Italian Government is now firmly opposed to privatising SME but, as Mr Fracanzani made clear yesterday when he spoke approvingly of the prospective Alivar-Barilla agreement, it is much in favour of SMEs making joint venture agreements with the Italian private sector.

This would allow the strengthening of a domestic industry which is being increasingly penetrated by foreign investors.

Visa names Kosciusko next head

By David Barchard

MR JACQUES KOSCIUSKO, general manager for retail banking at Credit Lyonnais, is to be the next head of Visa International's European and Middle Eastern operations from early next year.

His appointment comes at a time of upheaval in the European credit card market.

Though Visa International is the market leader in the UK - where Visa's European headquarters are based - and France, it has still not won the approval of the main banks in Germany and some other northern European markets, where Eurocard is the credit card branding preferred by most banks.

Perstorp 13% ahead for year

By John Burton in Stockholm

PERSTORP, the Swedish speciality chemicals and plastics group, yesterday reported a 13 per cent increase in profits after financial items to SKr685m (\$105m) for the year ended August, compared with SKr605m in the previous year.

Sales rose by 25 per cent to SKr6.42bn, of which companies acquired during the year accounted for 12 percentage points.

However, the group added that the new acquisitions had

not yet made any noticeable contribution to earnings.

The group invested SKr340m in plant and acquisitions, a rise of 50 per cent. The rapid growth in investment increased the need for external financing and the group made two new share issues during the year, including one on the Paris bourse. Between them they raised SKr450m.

Earnings per share rose to SKr16.85 in 1988-89 compared with SKr15.50 and Perstorp plans to lift its dividend per

share from SKr3.03 to SKr3.75.

The components divisions reported the biggest gain in sales, up 77 per cent to SKr956m. This reflected the acquisition of the acoustical business activities of the Beckers group, which has plants in Sweden and North America. It supplies acoustical components to the motor industry.

The surface materials division reported a 29 per cent increase in sales to SKr1.72bn, boosted by acquisitions in the decorative laminates area.

This announcement appears as a matter of record only.

September 1989

EAC

THE EAST ASIATIC COMPANY (FINANCE) S.A.

US\$ 40,000,000
Floating Rate Notes due 1996

Arranged by

Scandinavian Bank Group


Provided by

Scandinavian Bank Group plc	Swiss Bank Corporation
The Dai-ichi Kangyo Bank, Limited	The Hongkong and Shanghai Banking Corporation Limited
Westdeutsche Landesbank Girozentrale	Bank of Tokyo International Limited

Agent Bank

Scandinavian Bank Group

This announcement appears as a matter of record only.


Government of Barbados
US\$ 25,000,000
Loan Facility

Arranged by
Samuel Montagu & Co. Limited

Provided by
The Royal Bank of Canada (Barbados) Limited

Barclays Bank PLC	Midland Bank plc
Canadian Imperial Bank of Commerce	Kredietbank International Group
National Westminster Bank PLC	

Agent Bank
Samuel Montagu & Co. Limited

September 1989

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The combined bank will continue our commitment to quality products and services, as well as the personal service you've come to know and trust.

THE BANK OF NEW YORK

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INTERNATIONAL COMPANIES AND FINANCE

Government rules out help for DFC

By Terry Hall in Wellington

THE NEW ZEALAND Government is staunchly refusing to bail out the failed DFC New Zealand merchant bank in spite of a growing political row and accusations from overseas investors that they were misled over its financial standing.

Miss Richardson said letters released yesterday by Mr David Caygill, Finance Minister, would make New Zealand a "pariah in the international marketplace."

that advised initially of the facility in July last year, in a letter that did not contain an annual review clause.

express concern that DFC was allowed to fall without the NPF or the Government attempting to save it.

Bond shares fall on threat of brewing deal

By Chris Sherwell in Sydney

A FURTHER bout of selling yesterday drove Mr Alan Bond's Bond Corporation shares to a fresh low of 25 cents on the Australian Stock Exchange, down 4 cents on the day, amid renewed nervousness about the group's delayed results and its proposed A\$2.5bn (US\$1.9bn) brewing deal.

before the end of the month. In a related move yesterday, the exchange authorities suspended short-selling in Bond Corporation shares until further notice because the market capitalisation of the company had dipped below the regulatory A\$100m.

deadlines for announcement of its results and again blamed the delay on the NCSG's investigations into certain Bond Corporation transactions.

Resources would be registered. This A\$1.50-per-share offer is a key step in a complex transaction under which Bond's Australian brewing interests are to be sold to a Bell Resources subsidiary for A\$2.5bn.

Dallhold wants to revive Philippines bid

By Greg Hutchinson in Manila

MR ALAN BOND wants to bid anew for the Nonoc nickel mine and refinery in the Philippines, a mothballed but valuable asset whose sale to a locally-led consortium is now in doubt.

tions scuttled his agreement earlier this year to purchase the project. Mr Bond's reappearance when his empire elsewhere is shrinking is surprising. Also it was believed the sale of Nonoc had been settled more than two months ago in favour of a group led by Mr Jesus Cabarrus, the former owner.

This has not been done and APT officials and Philnico were meeting yesterday to map out a future course. Philnico was to have settled on a purchase price of US\$225m and the assumption of all Nonoc's debts of about \$70m under the August memorandum of agreement.

complained that for these the trust has set its sights too high. Two public auctions attracted no bidders last week and two others were declared a failure after only one buyer submitted a bid.

Australian state bank arm puts parent in red

DISASTROUS leading by Tricontinental Holdings, the merchant banking offshoot of State Bank of Victoria, has resulted in an A\$196.6m (US\$122.8m) net loss for the parent bank in the year to June, writes Chris Sherwell.

A\$100m, called the case and the circumstances "unique and bizarre." Tricontinental itself reported pre-tax losses of A\$374m, after suffering a series of bad debts resulting from aggressive but ill-conceived lending against shares and property, both of which weakened substantially.

Paladin heeds warning on using NZ offshoot shares

PALADIN, a Hong Kong property and investment company, has decided not to use shares held by a New Zealand subsidiary to prevent a group of minority shareholders from ousting five board directors at its annual meeting on October 23, writes John Elliott in Hong Kong.

adin, used its controlling block of shares to push through a controversial merger with Paladin in defiance of the authorities. The Paladin decision is also in line with firm advice given by Schroders Asia, its financial adviser.

Saeco advertisement. Saeco s.r.l. - G.S.L. s.r.l. - Commerciale s.r.l. have been acquired by Gruppo Saeco Finanziaria s.r.l. A company owned by Andlinger Group. Includes BHF-BANK logo and contact information.

SABRE VIII LIMITED advertisement. Floating Rate Secured Notes Due 1993. For the 3 months period 6th October, 1989 to 6th January, 1990 the Notes bear the interest rate of 25 1/2% per annum.

Halifax Building Society advertisement. Floating Rate Loan Notes 1992. For the three month period from 10 October, 1989 to 10 January, 1990 the Notes will bear interest at the rate of 15 1/2% per cent. per annum.

The Austria Fund, Inc. Common Stock advertisement. 5,000,000 Shares. Price U.S. \$12 Per Share. Salomon Brothers International Limited - Global Coordinator. Includes logos for various financial institutions like Bear Stearns, Merrill Lynch, etc.

Hydro-Quebec advertisement. U.S. \$200,000,000 Floating Rate Notes, Series FV, Due May 2005. Interest Period 8th May 1989 to 8th November 1989.


Eni International Bank Limited advertisement. U.S. \$200,000,000 Guaranteed Floating Rate Notes due 1991. Unconditionally and irrevocably Guaranteed as to payment of principal and interest by Ente Nazionale Idrocarburi.

PLASTIC CARDS advertisement. The Financial Times proposes to publish this survey on: 6TH DECEMBER 1989. For a full editorial synopsis and advertisement details, please contact: JONATHAN WALLIS on 01-873 3565.

National Australia Bank advertisement. U.S. \$250,000,000 Undated Subordinated Floating Rate Notes. Notice is hereby given that for the six months Interest Period from October 11, 1989 to April 11, 1990 the Notes will carry an Interest Rate of 9.0875% per annum.

October 1989

U.S. \$1,000,000,000



INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

International Bank for Reconstruction and Development

Deferred Rate Setting Hedge

The World Bank has deferred the fixing of the effective interest cost on \$1 Billion of the \$1.5 Billion 8 3/4% U.S. Dollar Bonds of 1989, due October 1, 1999. Shearson Lehman Hutton is acting as sole principal for this transaction.

Shearson Lehman Hutton Inc.

INTERNATIONAL CAPITAL MARKETS

Treasuries edge up amid debate over Fed easing

By Janet Bush in New York and Rachel Johnson in London

US Treasury bonds started off weak yesterday but then moved modestly higher amid continuing debate over whether the US Federal Reserve is engineering an easing in monetary conditions.

GOVERNMENT BONDS

THE UK Government bond market suffered from sterling's weakness for the second day in succession, as foreign exchange dealers sold the pound below the "resistance level" of DEM280.

to have a need to drain reserves at the moment, and softness in the Fed funds rate may reflect the fact that the money market is awash with liquidity in spite of the draining operations.

BENCHMARK GOVERNMENT BONDS

benchmark long bond was quoted a point higher, for a yield of 7.98 per cent. Speculation that the Fed has started easing conditions has been dominating market talk since last Friday's release of September employment figures, which appeared to provide evidence of further weakness in manufacturing industry.

The December futures contract traded down to a low of \$18, after the day's highs of \$20.

GOVERNMENT BONDS

DUTCH GOVERNMENT bond prices slipped by up to 20 cents yesterday, as most activity focused on the Government's launch of the new 10-year 7.5 per cent bond to raise up to 1.4bn.



David Burton: equal priority to traders

Liffe unveils plans for automated pit system

By Jim McCallum

THE LONDON International Financial Futures Exchange yesterday unveiled plans for its screen-based after-hours trading system which it hopes will keep it at the forefront of European futures trading.

Automated Pit Trading (APT), the system the exchange has been developing over the last two years and which is aimed at replicating the ecology of the trading floor, will begin operating on November 30.

Mr. David Burton, Liffe chairman, said APT was the most advanced automated futures trading system yet devised. It would enhance Liffe's position as the leading European futures and options exchange.

Initially APT will be open for business after the exchange floor closes and will trade Liffe's Euromark contract between 4.30pm and 8pm.

However, by the middle of December the exchange will have added its Bund contract to the system and by early 1990 options trading will be included. By the middle of next year Liffe expects the majority of its futures and options contracts will be available.

An early morning session, from 7am until the start of pit trading, could also be included, eventually allowing Liffe to offer a continuous market for 11 hours a day.

But although Liffe has begun the move towards 24-hour trading, Mr Burton denied its traditional floor-based open-outcry method of trading would be replaced by automated trading.

None the less, the speed, low cost and efficiency of APT would help Liffe attract additional business, particularly from European banks and institutions, he added.

Offers to buy or sell futures contracts will be flashed instantly on to trading screens, with business allocated to a dealer offering the best bid or offer price.

Liffe is a vital component of Liffe's new trading support system, known as Liffe Futures and Options Real Time Computer Environment, or Liffe-RTCE. The other part, due to be completed next year, is Liffe's order routing system, whereby clients will send their orders automatically to the trading floor, or APT if the pit is closed.

Teletrade, the quote vendor, will be the first company to offer an order routing service, starting early in 1990. Other financial information networks, such as Gelsco, owned by General Electric, could follow.

In a separate development, Liffe hinted that it might be close to deciding on a new location. Mr Burton said the exchange was considering "one or two options" and that it hoped to reach a decision "before too long".

Two sites being considered are the International Stock Exchange and another location in central London.

US exchanges' merger fails

MERGER talks between the Philadelphia and American stock exchanges have ended without agreement, Center reports from Philadelphia.

Mr John Wallace, chairman of the Philadelphia exchange, said yesterday: "We didn't feel at this time that it was in the best interests of the exchange to pursue further discussions regarding a merger."

The talks, which started last summer, broke off last week. Mr Wallace did not know if or when they might resume. Amex officials were unavailable for comment.

Mr Wallace said the Philadelphia exchange's membership had indicated it opposed a merger with Amex at this time. He did not elaborate.

FT INTERNATIONAL BOND SERVICE

Listed are the latest international bonds for which there is an adequate secondary market. Closing prices on October 10

Currency	Issue	Par	Offer	Yield	Change	Week	Month
US DOLLAR	STRAIGHTS						
	Africa 6 3/4%	100	101 1/2	6 1/2	+1/2	102 1/2	103 1/2
	Australia 6 3/4%	100	100 1/4	6 3/4	0	100 3/4	101 1/4
	B.S.F.C.E. 6 3/4%	100	100 3/4	6 3/4	+1/8	101 1/4	102 1/4
	B.P.C.E. 6 3/4%	100	100 1/2	6 3/4	0	101 1/2	102 1/2

BENCHMARK GOVERNMENT BONDS

Coupon	Par	Price	Change	Yield	Week	Month
UK GILTS	10.00	102.31	+0.32	11.88	11.88	11.88
	2.75	94.24	-0.53	10.75	10.88	10.78
	8.00	93.24	-0.32	8.73	8.80	8.41
US TREASURY	8.00	99.28	+0.22	8.01	8.24	8.17
	8.125	101.12	+0.22	8.00	8.19	8.10

STRAIGHTS

Issue	Par	Offer	Yield	Change	Week	Month
Abbey Nat. 10 1/4%	100	102 1/2	10 1/4	+1/2	103 1/2	104 1/2
Abn-Amro 10 1/2%	100	102 1/4	10 1/2	+1/8	103 1/4	104 1/4
Alfa. Nat. 5 1/2%	200	93 1/4	5 1/2	0	93 1/4	93 1/4
Austria 7 1/2% ECU	100	95 1/4	7 1/2	-1/8	95 3/4	96 1/4
B.N. Aust. 14 1/2% 90 AS	75	97 1/4	14 1/2	+1/8	97 1/4	97 1/4

CONVERTIBLES

Issue	Par	Offer	Yield	Change	Week	Month
Alex 6 1/2% ECU	100	107 1/4	6 1/2	+1/2	108 1/4	109 1/4
Amer. Int'l 7 1/2% 1984	100	107 1/4	7 1/2	+1/8	108 1/4	109 1/4
CBS, Inc. 5 1/2% US	100	104 1/4	5 1/2	+1/8	105 1/4	106 1/4
Dai-ichi Kan. 3 1/2% 1984	700	94 1/4	3 1/2	0	94 1/4	94 1/4

FLIGHTING RATE

Issue	Par	Offer	Yield	Change	Week	Month
Alfama 5 1/2%	100	107 1/4	5 1/2	+1/2	108 1/4	109 1/4
Affinity & Linc. 10 1/4%	100	102 1/4	10 1/4	+1/8	103 1/4	104 1/4
Bank of Brno 9 1/2%	100	101 1/4	9 1/2	+1/8	102 1/4	103 1/4
Bolton 11% US	100	102 1/4	11% US	+1/8	103 1/4	104 1/4

CONVENTIONALS

Issue	Par	Offer	Yield	Change	Week	Month
Alfa. Nat. 5 1/2%	200	93 1/4	5 1/2	0	93 1/4	93 1/4
Austria 7 1/2% ECU	100	95 1/4	7 1/2	-1/8	95 3/4	96 1/4
B.N. Aust. 14 1/2% 90 AS	75	97 1/4	14 1/2	+1/8	97 1/4	97 1/4
Brno 9 1/2%	100	101 1/4	9 1/2	+1/8	102 1/4	103 1/4

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Creditanstalt-Bankverein

October 1989

has acquired an interest in

Banca C. Steinhauslin & C. SpA

from

Banco S. Geminiano e S. Prospero

The undersigned acted as financial advisor to Creditanstalt-Bankverein.

Salomon Brothers International Limited

Jardine Strategic Holdings Limited
200,000
6 1/2% Convertible Cumulative Preference Shares

Available in the form of International Depositary Receipts

NOTICE IS HEREBY GIVEN that the interim results of Jardine Strategic Holdings Limited for the six months ended 30th June, 1989 are available upon request from the Depositary and its Agent.

Depositary: Banque Indosuez Luxembourg
39 Allée Scheffler
L-2520 Luxembourg
11th October, 1989

Agent of the Depositary: Credit Suisse
Paradeplatz 8
CH-8021 Zurich

Dairy Farm International Holdings Limited
(Incorporated in Bermuda)
200,000 Convertible Cumulative Preference Shares

Available in the form of International Depositary Receipts

NOTICE IS HEREBY GIVEN that the interim results of Dairy Farm International Holdings Limited for the six months ended 30th June, 1989 are available upon request from the Depositary and its Agent.

Depositary: Banque Indosuez Luxembourg
39 Allée Scheffler
L-2520 Luxembourg
11th October, 1989

Agent of the Depositary: Credit Suisse
Paradeplatz 8
CH-8021 Zurich

INTERNATIONAL CAPITAL MARKETS

Busy trading dominated by \$1.5bn issue for Italy

By Andrew Freeman

A BUSY DAY of new-issue activity on the Eurobond market was dominated by the largest fixed-rate public security deal to date - a \$1.5bn five-year issue successfully brought for the Republic of Italy by Morgan Stanley.

The deal was priced yesterday morning and was launched with an 8 1/2 per cent coupon at a spread of 44 basis points over the equivalent US Treasury.

The deal was priced yesterday morning and was launched with an 8 1/2 per cent coupon at a spread of 44 basis points over the equivalent US Treasury. The deal was priced yesterday morning and was launched with an 8 1/2 per cent coupon at a spread of 44 basis points over the equivalent US Treasury.

INTERNATIONAL BONDS

There was a minor rush of five-year Canadian dollar deals, with Societe Generale leading the way for Royal Trust. The C\$100m issue was priced to yield 9.11 per cent.

Wood Gundy brought a C\$150m issue for Shell Canada, priced to yield 8.31 per cent over government bonds. The deal was priced yesterday morning and was launched with an 8 1/2 per cent coupon at a spread of 44 basis points over the equivalent US Treasury.

Morgan Stanley was reticent when it came to elaborating on any swap activity, and it is thought there was long consultation with Italy on whether it should leave the entire deal unwrapped.

However, swap dealers reported a tightening of five-year swap rates yesterday.

NEW INTERNATIONAL BOND ISSUES

Table with columns: Country, Amount, Coupon, Maturity, Price, Fees, Book runner. Lists various international bond issues.

LTCB Intl announces \$200m paper deal

By Andrew Freeman

LTCB INTERNATIONAL has announced a \$200m commercial paper programme, arranged by itself and guaranteed by the parent bank.

The programme is multi-currency, with denominations in dollars, yen, sterling and Ecu.

Bankers Trust is the issuing and paying agent, while dealers are LTCB, J.P. Morgan, Morgan Grenfell and UBS.

The \$200m facility is the first to take advantage of changes introduced in this year's UK budget. The society has an option to issue certificates of deposit (CDs) or five-year notes, subject to amendments to the 1985 Companies Act.

Euro Disney offer may close early

EURO Disneyland was on the point last night of closing its £2.5bn (\$485m) share offering after only two days of subscriptions.

The massive demand for the shares, priced at 60p each, surprised banks handling the issue. Some bank branches were already refusing to take orders by 11am on Monday.

VW steers down road to change Haig Simonian on financial innovations at a West German group

Having supervised earlier this year the biggest ever revolving credit facility for a West German company, Mr Dieter Ullsperger, the 44-year-old finance director of Volkswagen is surprisingly modest about his role at VW.



Dieter Ullsperger: modest about his role at VW

Yet there is little doubt that, in the two years since his arrival at Europe's largest car maker, Mr Ullsperger has played an instrumental role in the company's switch to a more flexible and entrepreneurial financing strategy.

In spite of his reticence, Mr Ullsperger is no stranger to publicity. Barely had he been named for the VW post, to which he moved after five years at Klockner-Humboldt-Deutz (KHD), the Cologne-based engineering and farm machinery group.

Mr Ullsperger, a fluent English speaker who spent 11 happy years in London with Ford of Europe before moving back to Germany and then Switzerland, cites a huge list of changes in VW's foreign management instituted in the wake of the fraud.

The group had a strong reputation in the past, but he hints it may have been more for quantity than quality. Understandably, management control has now been tightened.

But it is the changes in VW's borrowing that are most striking. Among VW's innovations since Mr Ullsperger's arrival have been asset-backed securities deals in the US and a DM800m multi-currency warrant bond in Germany.

Since then VW has listed its stock in London, Paris and Tokyo, and become the first German company to launch a

Mr Ullsperger insists that increasing the group's financial flexibility was the main reason behind the deal, rather than an imminent acquisition or investment in some big new plant, as had been rumored.

"We wanted to give VW's foreign operations the same flexibility as we have with domestic banks," he says. "While \$1.5bn may seem a lot, it is relatively little when seen against the company's huge daily financial flows or its DM650m annual revenues."

While it has been customary to deal with German banks for such financing - partly because they have tended to be more reliable than foreign institutions - Mr Ullsperger admits their potential is limited.

While the package was fully in line with the company's more flexible financial philosophy, the choice of banks caused some surprise. "The only new thing was that we didn't arrange it through a German bank, but wanted to go with the foreign banking community."

VW now has a core group of about 15 to 18 banks, which represent its "most competitive and efficient" partners. Deutsche Bank and Dresdner Bank feature prominently, as does J.P. Morgan.

Industry experience has shown the dangers of cutting back on product development spending in the event of a sustained downturn in the market. The result is that companies risk missing the benefits of the next cyclical upturn.

"We pick the banks we want to invite on a specific deal and expect to get the finest conditions in the marketplace," explains Mr Ullsperger. But he stresses that VW is not just looking for one-off bankers who will change over the years.

Industry experience has shown the dangers of cutting back on product development spending in the event of a sustained downturn in the market.

LONDON MARKET STATISTICS

Table with columns: British Funds, Rises, Falls, Same. Summary of market statistics.

LONDON RECENT ISSUES

Table listing recent issues with columns: Issue Name, Price, etc.

FIXED INTEREST STOCKS

Table listing fixed interest stocks with columns: Issue Name, Price, etc.

RIGHTS OFFERS

Table listing rights offers with columns: Issue Name, Price, etc.

LONDON TRADED OPTIONS

Large table with columns: Issue Name, Calls, Puts, etc. Summary of London traded options.

FT-ACTUARIES SHARE INDICES

These indices are the joint compilation of the Financial Times, the Institute of Actuaries and the Faculty of Actuaries

Large table showing FT-Actuaries Share Indices with columns: Group, Index, etc.

Opening Index: 2250.2 at 10am, 2250.9 at 11am, 2250.7 at 12pm, 2250.9 at 1pm, 2250.9 at 2pm, 2250.9 at 3pm, 2250.9 at 4pm, 2250.9 at 5pm.

UK COMPANY NEWS

International investment banker wins the hand of Sheffield toolmaker James Neill agrees to £78m cash offer

By Andrew Hill

JAMES NEILL Holdings, the Sheffield toolmaker, yesterday escaped from the turmoil of bid speculation by accepting a £77.8m cash offer from MMG Patriof Group, an international investment banking and venture capital company.

over plans after Neill, which has attracted the unwelcome attention of several predators in the past, announced a sharp cut in first half profits two weeks ago.

mitted its 12.9 per cent stake to the MMG offer, will become president. "I'm delighted to think that we are going to be able to remain as an autonomous company under the same name and following the same paths of development," said Mr Neill yesterday.



Ronald Cohen, who is to become chairman of James Neill



Sir David Plastow (left) with Sir Colin Chandler, the newly-appointed managing director

Ex-MoD chief to join Vickers

By David White, Defence Correspondent

SIR DAVID PLASTOW, chairman of Vickers, the engineering, defence and luxury car group, made clear yesterday that he intended to keep the chief executive function despite the appointment of Sir Colin Chandler, a former top official at the Ministry of Defence, as managing director.

and a separate chief executive but added that this was "some years" away. "I have a few years to go yet," he said. The managing director's role would not change in the interim.

ADT takes 4.2% BAA stake

By Clay Harris

ADT, the electronic security systems and car auctions group, has spent £74m buying a 4.2 per cent stake in BAA, operator of seven airports including Heathrow and Gatwick.

had raised its holding in Christie's International to 5.7 per cent. Shares in the international auction group closed 7p lower at 310p.

for some time but a recent purchase raised the value of the holding to more than 5 per cent of its net assets, requiring disclosure under Stock Exchange rules.

Metsec raising £4m to fund further acquisitions

By Andrew Bolger

METSEC, the USM-quoted company with interests in construction building, engineering and electronic products, plans to raise £4.7m by a placing and open offer of 2.1m ordinary shares.

The new shares have been placed with investors by Albert E. Sharp, the Birmingham-based stockbroker, at 196p but will not receive the interim dividend of 2.35p for the six months to June 30.

Meat Trade sends revised circular

By Nikki Tait

MEAT TRADE Suppliers, the sausage casings and butchers' sundries company at the centre of two rival sets of proposals, yesterday sent a revised letter to shareholders, correcting certain "misleading" statements in an earlier circular.

shareholders accept the rival Twigream offer, and this is declared unconditional, they will receive 850p each.

assessment of the pro forma combined position. It concludes that if the Alpha Gamma scheme is successful the vendors of Alpha Gamma will control between 57 per cent and 66 per cent of MTS.

Honeysuckle declines

HONEYSUCKLE, the USM-quoted designer and supplier of ladies' fashion separates, reported a drop of £234,000 in pre-tax profits to £1.62m in the year to May 31.

of 3.6p makes an unchanged total of 6.6p. The company said that in view of the gloomy economic forecasts for the year and lower consumer demand, care had been taken not to overstock.

Preparing for a leaner, fitter future in the 1990s Alan Cane looks at the struggle of NMW Computers to return to profits

FOR Mr Nigel Banister, managing director of NMW Computers, yesterday's interim results must seem a glimmer of light at the end of a particularly long tunnel.

present averaging about 25,000 it is easy to see why the company has had to change its direction dramatically. It is ironic that during most of the bull market following the Big Bang, NMW attracted criticism because its newly-acquired processing capacity had teething troubles and on occasion found it difficult to cope with the quite exceptional processing loads encountered.

companies in the UK stock market, International Business Machines (IBM) and Digital Equipment (DEC). In the process, the company had inevitably to change from narrowly-focused computer bureaux, to a broadly-based computing services company.

switched network, the most efficient way of transmitting data. It is offering its networking skills as a consultancy service. Software services - in perhaps its most innovative move, NMW is co-operating with IBM, the world's largest computer manufacturer, in the development of an integrated front and back office market-making system.

While the potential of NMW's new offerings in software, data services and networking services seems high they have yet to make much of a contribution. At best, NMW should break even this year. It will be at least 1990 before the effects of its diversification can be measured. But even if the crash was traumatic for the company it has led to a leaner operation, better fitted for the 1990s.

SCHOONER JESSICA. "And all I ask is a tall ship..." Almost certainly the finest sailing vessel afloat anywhere in the world. Schooner Jessica is 203ft overall and carries 15,000 sq ft of flowing canvas. She has been docked under full sail at 23 hours.

NMW returns to profit

By Alan Cane

NMW COMPUTERS, the stock processing bureau based in Nantwich, Cheshire, which reported pre-tax losses of £1.3m for 1988 after its revenues were halved in the wake of the stock market crash, has returned marginally to profit in the first half of this year.

prudence" not to recommend payment of an interim dividend. Mr EB Bibby, the chairman, said the market had shown little upturn since the first half of 1988 and the improvement of almost £0.5m in the results had come from cost cutting measures and diversification into new computing services less closely tied to the volume of stock market bargains.

Walter Lawrence falls to £5m

By Andrew Taylor, Construction Correspondent

PRE-TAX profits of Walter Lawrence, the housebuilder, contractor and builders' merchant, fell by 27 per cent to £5.12m during the six months to the end of June as higher interest rates took their toll on the group's UK housebuilding business.

Group operating profits overall rose by 10 per cent to £9.06m. Higher borrowing charges due to interest rate rises and a sharp rise in debt to cover housing land purchases accounted for all of the fall in pre-tax profits.

housebuilders, including Wimpey and Barratt, have Californian housebuilding operations which are expected to produce big increases in profits this year. The other business interests of Walter Lawrence are its contracting division and its Tricom builders' merchant business.

Millwall applicants go for 6.6m shares

By Clare Pearson

THE OFFER for sale of 5m shares in Millwall Holdings, the parent company of the south London football club which is being floated on the Unlisted Securities Market, has attracted applicants for 6.62m shares.

As a result, allocations of shares in the offer, which accompanied placing of 80m shares with institutions, have been scaled down.

In full but those applying for 20,000 and over will receive 17,000 shares. There were 2,787 applicants for the shares. Dealings are expected to commence on October 16.

Allied Insurance first interim

Profits of USM-quoted Allied Insurance Brokers Group declined by £20,000 to £267,000 pre-tax for the half year ended June 30. The figure was struck after taking account of a £28,000 rise in exceptional provisions to £51,000.

Table with columns: Company, Current payment, Date of payment, Corresponding dividend, Total for year, Total last year. Includes companies like Alexander Work, Allied Ins, Atlas Concret, etc.

Notice to the Holders of The A. L. Williams Corporation (the "Company") 4% per cent. Convertible Subordinated Debentures Due September 30, 2002 (the "Debentures")

GRANVILLE SPONSORED SECURITIES. Table listing securities with columns: High/Low, Company, Price, Change, Div, Yield, % P/E. Includes companies like Am. Int. Nat. Realty, Amstar, etc.

This announcement appears as a matter of record only.

Grampian
 £5m Management Led Employee Buyout
Touche Ross Corporate Finance

Our Aberdeen team led by David Shearer worked with

ABERDEEN FUND MANAGERS LTD.
 3i PLC
 BANK OF SCOTLAND

PAULL & WILLIAMSONS

This announcement appears as a matter of record only.

Alders
 £250m Management Buyout
Touche Ross Corporate Finance

Our London team led by John Connolly worked with

I.O. HAMBRO MAGAN & CO.
 PRUDENTIAL VENTURE MANAGERS LTD.
 3i PLC
 CIN VENTURE MANAGERS LTD.
 CHEMICAL BANK

ASHURST MORRIS CRISP
 MACEARLANES
 NORTON ROSE

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Hays
 £250m Management Buyout
Touche Ross Corporate Finance

Our London team led by John Connolly worked with

CANDOVER INVESTMENTS PLC
 BARCLAYS DE ZOEETE WEDD LIMITED

ASHURST MORRIS CRISP
 FORSYTE KERMAN
 STEPHENSON HARWOOD

This announcement appears as a matter of record only.

E.I.R. GROUP
 £57m Management Buyout
Touche Ross Corporate Finance

Our Birmingham team led by Tony Betts worked with

BARCLAYS BANK PLC

LOVELL WHITE DURRANT
 NORTON ROSE

Touche Ross Corporate Finance
 was pleased to work with other leading institutions and advisers on these significant Management Buyouts.

This announcement appears as a matter of record only.

COURT CAVENDISH
 £25m Management Buy In
Touche Ross Corporate Finance

Our London team led by Peter David worked with

KLEINWORT BENSON DEVELOPMENT CAPITAL
 ELDERS FINANCE LTD.
 ROYAL BANK OF SCOTLAND

NABARRO NATHANSON

This announcement appears as a matter of record only.

RIBBLE
 £5m Management Buyout
Touche Ross Corporate Finance

Our Manchester team led by Mike Kerr worked with

NATIONAL WESTMINSTER BANK PLC
 LOMBARD NORTH CENTRAL PLC

SIMPSON CURTIS

This announcement appears as a matter of record only.

United Overseas Bank Ltd.
 £22m Management Buyout
Touche Ross Corporate Finance

Our Leeds team led by Stuart Counsell worked with

CITYCORP VENTURE CAPITAL LTD.
 STANDARD CHARTERED BANK

CASTLE SANDERSON
 DURRANT PIESSE

This announcement appears as a matter of record only.

Compass group
 £160m Management Buyout
Touche Ross Corporate Finance

Our London team led by David Wadsworth worked with

3i PLC
 CIN VENTURE MANAGERS LTD.
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FRESHFIELDS
 LOVELL WHITE DURRANT

For further information or a confidential discussion, contact either John Connolly or Martin Clarke in our London Office, or any of our regional Corporate Finance Partners listed below.

Touche Ross Corporate Finance

Hill House, 1 Little New Street, London ECAA 3TR
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UK COMPANY NEWS

A powerful player in a tough market

Alice Rawsthorn on the flotation plans of CIA Media Communications

THE ORIGINS of the CIA Media Communications Group are far from auspicious. It traces its roots to 1976 when two men rented a room in Covent Garden and booked newspaper space for advertisements...



Chris Ingram - new business will cushion any slowdown

Like Zenith is bound to put pressure on profitability. The overheads of media buying are also escalating as the television and publishing industries become more complex.

buying will be dominated by a small number of large international groups which will become increasingly powerful. This will be at the expense of the smaller companies.

CIA is already a powerful player in the UK media-buying business. Last year it increased pre-tax profits by 46 per cent to 2882,000 on turnover which rose by 42 per cent to 254,168.

The group has a string of subsidiaries involved in areas like international media and sponsorship. This summer it bought Billitt & Company, another large media independent, thereby boosting its annualised billings to around 220m.

CIA is now intent on international expansion. It already has a joint venture with Idemedia of France to launch a network of international affiliates.

will enable it to fund its expansion.

CIA plans to go public - through a placing by Kleinwort Greaveson - within the next few weeks. It will be capitalised at about £10m and will place up to 25 per cent of its equity. About half the money raised will go to the company.

The timing of the flotation is far from propitious. The gloomy outlook for the UK advertising industry - together with the uncertainty over the future of Saatchi and WCRS - has depressed the marketing services sector on the stock market.

And this is the message he will be hammering home to the institutions as he does the rounds of the City.

Retail side helps Alexandra to £3.7m

A "PLEASANT" performance by its retail shops helped Alexandra Workwear advance 19 per cent in the 28 weeks to August 12. During the period a combined sales office and shop in Paris, two UK shops and the London Business Wear Centre, became fully operational.

Turnover was £31.02m (£26.27m), an increase of 18 per cent, for pre-tax profits of £3.7m (£3.12m).

Mr John Prior, chairman and chief executive of Europe's largest maker of workwear, said that the strategy of retail expansion was being continued with three units planned to open in the present period.

S Lyles acts to combat sales dip and holds profit

IN SPITE OF the much-publicised downturn in consumer spending, S Lyles, the Dewsbury-based carpet yarn spinner and dyer, yesterday reported a slight improvement in pre-tax profits from £1.08m to £1.04m for the year to end-June.

Mr John Lyles, the chairman, said that by concentrating its efforts on improving export volumes and contract business the company had largely been able to offset falling sales in the domestic retail market.

Exports now totalled some 50 per cent of output, while in the home market about 65 per cent was accounted for by contract sales for hotels and offices.

(£12.89m) and export revenue of £3.3m (£3.07m).

Great efforts had been made to improve margins, said Mr Lyles, and the workforce had been reduced by 35 as part of a streamlining operation.

The interest charge increased to £216,000 (£103,000) on borrowings up from £1m to £1.6m. However, these were expected to fall back to around £1.3m by the end of next year.

Some new export developments were now in production which the chairman said held promise for the future and the company had applied for British Standard registration, which would further strengthen its position in the trade, he said.

L and M lifts interim 15% and expects same for full year

By Eric Short

LONDON AND Manchester Group, the Exeter-based life and financial services company, is raising its interim dividend by 15 per cent from 3.3p to 3.795p.

This increase, in line with market expectations, foreshadows what is likely to happen at the full year. But it does not reflect the anticipated full profit growth expected in 1989.

The group's mainstream life and pensions business showed steady growth over the first half of the year, with new annual premiums up 11 per cent and single premiums up 18 per cent.

The group is now reaping the benefits of expanding its appointed representative network, where it has now tied 540 firms. And it fully participated in the personal pensions boom in the first few months of this year with growth of

some 50 per cent. However, profits from this year's new life and pensions business will not come through until next year or the year after.

Profits growth from the current life and pensions portfolio, revealed after the end-year valuation by the actuary, will be absorbed by the group's moves in the mortgage and the estate agency markets.

The group would appear to be weathering the current slump in the residential housing market better than most.

Although the level of new residential mortgage advances has fallen by some 45 per cent, the loan portfolio still showed a 3 per cent growth over the half-year to £255m.

in new applications. There has also been a spin-off effect on new life business with sales of mortgage related products showing strong growth.

The dull residential estate agency operation has to a large extent been offset by a particularly buoyant commercial property market.

Nevertheless, losses on the mortgage and estate agency business profits will eat into the life profits and minimal growth can be looked for this year.

However, the eternal prospect of a protracted period of pressure on the group to maintain strong dividend growth and 15 per cent can be expected for 1989.

Share stakes

British Mohair: Lawrie Group has increased its holding to 3.51m ordinary (27.19 per cent) with the acquisition of 45,000. Casket: York Trust has acquired, on behalf of other parties, 285,000 ordinary to lift its total to 6.66m (18.2 per cent).

Atlas Converting profits 49% ahead at £2.19m

Atlas Converting Equipment, USM-quoted maker of slitting and rewinding machines, vacuum metallisers and furnaces, lifted pre-tax profits by 49 per cent to £2.19m in the six months to June 30 compared with a previous £1.46m.

Turnover rose 43 per cent to £13.06m (£9.13m) and Mr C Rogers, the chairman, said that orders were on hand to meet planned output for the year.

The new management at General Vacuum was beginning to result in an improved order position, he said, but due to the long lead time from order to completion, the company was not expecting the benefit to show through until 1990.

First Technology reduces its holding in Ricardo

By Nikki Tait

FIRST TECHNOLOGY has sold 25,000 shares in Ricardo Group, the Sussex-based engines and transmissions designer, for which it mounted an unsuccessful £23m bid earlier this year, cutting its holding from a little more than 15 per cent to 14.48 per cent.

Yesterday, Dr Fred Westlake, First Technology's chief executive, explained the sale by saying that it was "designed to test the share price strength"

of Ricardo. He added that there could also be advantages in having a stake below the 15 per cent level.

But he was quick to stress that nothing should be read into that statement and that "all options are still open". The shares, he said, were sold at the ruling market price, somewhere around the 155p-156p mark.

Ricardo said that it was mystified by the sale. The following companies have notified dates of board meetings to the Stock Exchange. Such meetings are usually held for the purpose of considering dividends. Official notices are not available as to whether the dividends are in kind or cash and the dividends shown below are based mainly on last year's financials.

Table with columns: COMPANY, FUTURE DATES, DATE. Lists companies like British Airways, Biffaward, Brocton, etc., with their meeting dates.

COMPANY NEWS IN BRIEF

A M F. L. S. A. M INTERNATIONAL has agreed terms for the purchase of London Analytical and Bacteriological Media, of Bury, Lancashire, for £1.3m cash. The move represents Amersham's first commercial entry into the industrial microbiology market. To help finance its acquisition programme the company has arranged the sale and leaseback of its head office for £13m. The annual rent will be some £1m.

Five Oaks Investments: Govett Strategic Investment Trust has lifted its holding to 11.45m ordinary (24.3 per cent) with the purchase of 204,371 London Securities has bought 3.46m, bringing its holding to 6.41m (33.59 per cent).

FT-ACTUARIES SHARE INDICES - QUARTERLY VALUATION

The market capitalisation of the groups and sub-sections of the FT-Actuaries indices as at September 29, 1989 are expressed below in millions of pounds and as a percentage of the All-Share Index. Similar figures are also provided for the two preceding quarters.

Table with columns: EQUITY GROUPS & SUB-SECTIONS, Market capitalisation Sep 29 1989, % of All Share Index, Market capitalisation Jun 30 1989, % of All Share Index, Market capitalisation Mar 31 1989, % of All Share Index. Lists various equity groups like CAPITAL GOODS GROUP, CHEMICALS GROUP, etc.

Notice to Holders of 6% Convertible Debentures due 2001 of Alco Health Services Corporation

A Special Meeting of Stockholders of Alco Health Services is scheduled to be held on October 31, 1989 at 11:00 a.m. local time, at Alco Health Services Corporation, 300 Chesterfield Parkway, Madison, Wisconsin.

Large advertisement for FT TV reports. Features large text 'THIS WEEK FT TV REPORTS ON:' and 'The financial crisis at Eurotunnel. The future of oil prices. An interview with the Secretary General, OPEC. Euro Disneyland. Does it have a future? On 'European Business Weekly' Super Channel Wednesday 10pm'.

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COMMODITIES AND AGRICULTURE

Supply disruptions seen pushing copper to record

By Kenneth Gooding, Mining Correspondent

A WARNING that the price of copper is destined to touch new records in the coming months has been given by the metals team at W.L. Carr, part of the Banque Indosuez financial group.

Copper prices on the London Metal Exchange for immediate delivery climbed by another 228 yesterday to £1,896.50 a tonne - the highest level for a month.

market's problems are likely to be exacerbated at the end of December when the New York Commodity Exchange (Comex) replaces its standard grade contract with a new high grade one.

Producers to call for jute buffer stock

By Roszuddin Ahmed in Dhaka

JUTE PRODUCING countries will call for the creation of a buffer stock to stabilise prices and supplies of the fibre in Geneva at the end of this month.

The call, by Bangladesh, India, Thailand and China, will be made at a week long conference being held under the aegis of the United Nations Committee on Trade and Development (UNCTAD) to renegotiate the International Agreement on Jute and Jute Products.

Elegant compromise on fish case

Tim Dickson on a setback in the fight against "quota-hopping"

THE EUROPEAN Court ruling yesterday against Britain's attempt to outlaw "quota hopping" by Spanish fishermen is embarrassing for the Government but may not be too damaging for the UK fleet.

It ordered the UK to suspend a section of its machinery and legislation restricting registration of fishing vessels in Britain to British citizens or to companies three-quarters owned by British citizens.

declining fish stocks in Community waters with the over-sized EC fleet - have been dramatically illustrated in the last couple of years by the row over "quota hopping" - the practice by mainly Spanish vessels of registering as British (and in some cases Irish) boats in order to qualify for the UK's national quotas.

The court was not impressed by British arguments that any member state is at liberty to lay down the conditions for registration of ships and for flying its flag under international law. Nor that the national requirements were justified by the present EC legislation on fisheries.

EC under attack on set-aside

By Bridget Bloom, Agriculture Correspondent

THE EUROPEAN Community's decision to pay its farmers to remove land from arable production was taken for the wrong reasons, without prior analysis and without assurance that the scheme can be adequately implemented and sustained, according to a new study.

market-oriented pricing policy. However, the German Government "latched onto the idea" not as a complement to a market-oriented policy but as an alternative to it - "if land retirement could avoid surplus production there would be no need to cut prices."

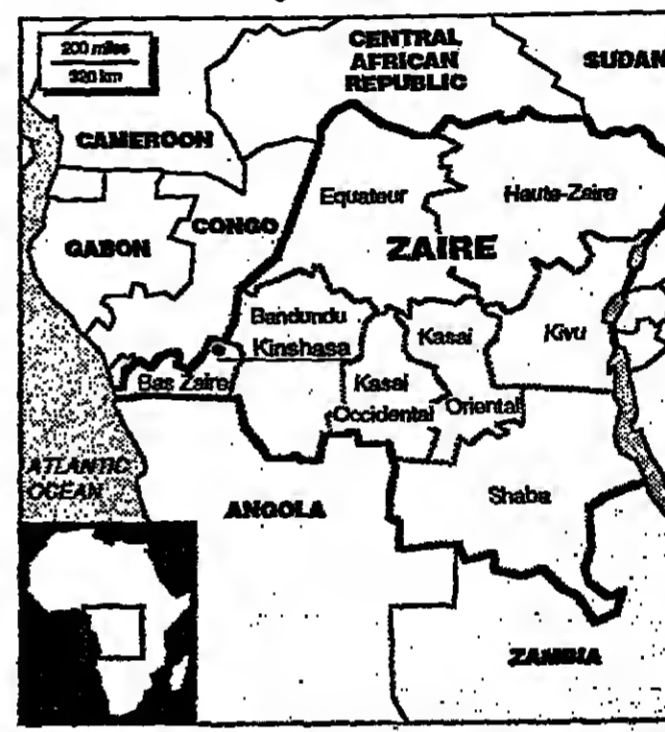
not particularly benefited its main clients, the farmers themselves, Mr Tracy says. For while some farmers, who were quite well endowed to start with, have done well, "many small and less well educated farmers have been left behind, bewildered by the complexities of the support mechanisms."

Zaire seeks better climate for timber

Howard Schissel on the country with nearly half Africa's forest land

ZAIRE, THE African country with the greatest forestry resources, is moving to revitalize its potential industry by attracting greater foreign investment and expertise as well as upgrading transport infrastructure and local wood transformation facilities.

The bulk of Zaire's immense tropical forest is located east and northeast of Kinshasa in the central basin, covering the regions of Equateur, Haut Zaire and Bandundu; commercially viable forest tracts also exist in Bas Zaire and Kasai Occidental, but to maintain their yield reforestation is necessary.



the timber industry is being liberalised. Canada's Bois de Placage Geraux is to take a majority stake in a previously state-controlled concern, Forêts.

WEEKLY METALS PRICES

Table with columns for metal type (Cobalt, Mercury, Bismuth, Cadmium, Selenium, Tungsten, Vanadium, Uranium) and price details (market, min, max, warehouse).

WORLD COMMODITIES PRICES

Table with columns for commodity type (Aluminium, Copper, Lead, Zinc, Tin, Soyabean Meal, Potatoes, Soyabean Meal, Rubber, Coffee, Cocoa, Wheat, Barley, Maize, Rubber, Palm Oil, Copra, Cotton, Wool) and price details (close, previous, high/low, etc.).

LONDON MARKETS

Table of London market prices for various commodities like coffee, oil, and metals.

COGDA - London FODX

Table of COGDA (London FODX) prices for various foodstuffs.

US MARKETS

Table of US market prices for metals and commodities.

New York

Table of New York market prices for various commodities.

Chicago

Table of Chicago market prices for various commodities.

WHEAT 5,000 bu mtr, cent/bushel

Table of wheat prices in Chicago.

SOYABEAN MEAL 100 tons, \$/ton

Table of soyabean meal prices in Chicago.

Small text at the bottom of the page providing additional information and disclaimers.

LONDON STOCK EXCHANGE

Bearish forecast sparks new setback

A LONDON stock market struggling to sustain a technical rally after four consecutive downward sessions fell heavily late yesterday following bearish predictions from a consultant strategist at BZW, one of the largest UK investment banks. The FT-SE 100 Index, around 2,200 at the mid-afternoon, fell heavily in later dealings to close with a loss of nearly 20 points on the day.

Equities opened firmly yesterday despite the continued pressure on the sterling/DfE rate, and climbed by about 17 Footsie points in the early part of the session. Turnover was relatively high, reflecting both further demand for international stocks and also some bear closing by sellers in the previous trading sessions.

Equities opened firmly yesterday despite the continued pressure on the sterling/DfE rate, and climbed by about 17 Footsie points in the early part of the session. Turnover was relatively high, reflecting both further demand for international stocks and also some bear closing by sellers in the previous trading sessions.

Index has lost over 93 points or 4 per cent since last week's move to 15 per cent base rates. Equity turnover rose sharply yesterday with Seag volume at 518.8m shares, against Thursday's total of 425.8m. Increased volume was noted both in early dealings and then again in the final two hours of the trading session.

FINANCIAL TIMES STOCK INDICES. Table with columns for Government Stock, FT-SE 100 Share, FT-SE 250 Share, etc. Includes sub-tables for SEAG Bargains, GILT EDGED ACTIVITY, and TRADING VOLUME IN MAJOR STOCKS.

Large deals in Burma

The substantial speculation in the market that a series of moves to unravel and rationalise the various cross holdings in Burma's Calor, Premier and SHV, the Dutch group, gathered pace yesterday with Burma and Calor shares staging another strong advance.

Other possible predators. "What it means is that the whole scenario is moving to one of an auction of Ferranti. This has closed the door on the Ferranti management's wish to refinance the company and maintain its independence," said one close observer of the Ferranti saga.

Unlever again managed to avoid the heavy losses suffered by the rest of the market. Its strong overseas exposure, particularly in Europe, helped attract institutional interest at a time of marked sterling weakness and concern about weak UK economic growth.

Equity Shares Traded. Turnover by volume (million). Includes bar chart showing trading volume for Aug, Sep, and Oct.

The broad market, with specialists again highlighting the sector's traditional defensive qualities. The oil team at Kitces & Aitken said they have "changed their view on the oil price - not by much but enough to make a significant difference to sentiment generally; we now believe oil prices will be increasingly prone to upward price pressures, according to the sector's attractions become that more compelling."

South, was said by dealers to have been behind the latest in a series of re-ratings of the market. The McCaw deal values LIN at around \$255 per head of population, up from the \$275 "per pop" valuation given to the Metromedia deal last week.

Ferranti upset

The long-drawn out Ferranti saga took a significant turn yesterday when British Aerospace and Thomson-CSF revealed they are considering launching a joint bid for the troubled UK defence electronics group. BAE is thought to have acquired a stake of around 2.5 per cent in Ferranti since its shares were re-listed last week.

But analysts were not convinced that Ford's reported interest in Saab signalled the end of its interest in Jaguar, particularly as the two companies are in different sectors of the car market. And after the market had closed, a Ford executive said the company had already bought Ford shares and would continue to do so.

Market makers reasoned that such a move by Ford in Sweden might be an indication that it was no longer interested in acquiring Jaguar, reducing the possibility of a bid war with General Motors. GM confirmed this week that it is holding talks with Jaguar about joint ventures and the possibility of acquiring a minority stake.

BA ended 2 up on the day at 37p. ADT fell on the news, closing 4 1/2 down on the day at 20 1/2. Shares in James Neill, the Sheffield based toolmaker, made a spectacular jump of 67 to close at 26p, as the company bowed to an agreed bid from Markoff, part of the MMG Patriot Group, an international investment banking and venture capital company.

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Senior posts at IMI subsidiaries

IMI has appointed Mr John Tambacina as managing director of IMI Thomson from November 1, succeeding Dr T.W. Farthing who is retiring. He was managing director of IMI Yorkshire Copper Tube, where he is succeeded by Mr Derek Warner, who was production director. Mr David Hughes, who was factory manager, becomes production director.

Mr Terry Spratt, former vice chairman of Safeway, and a non-executive director of the Argyll Group, has been appointed non-executive chairman of the STORE DEVELOPMENT GROUP. BIRRELL SMITH UNDERWRITING AGENCIES has appointed Mr John Moody to succeed Mr John Birrell as underwriter for Marine Syndicate 363/364.

MURRAY LAWRENCE & PARTNERS has agreed with Birrell Smith Underwriting Agencies to terminate the agreement from December 31 whereby BS underwrote for T.A. Bowring & Others Marine Syndicate 28/29. Mr David K.L. White will be appointed active underwriter for the syndicate for 1990, and has been made a director of Murray Lawrence.

Mr P.F. Foreman has been appointed commercial lines director, SUN ALLIANCE INSURANCE INTERNATIONAL. He was divisional manager, commercial insurances. Mr Peter J.M. Fathie has been appointed managing director of GLENTURRET DISTILLERY, Crieff, Perthshire. He succeeds his father James who is retiring. Mr James Fathie will remain on the board as a consultant.

Mr Joe Saggien, formerly chairman of the recently acquired Air Control (Holdings), has been made chief executive of Bimac Air Control (Holdings). Mr Fred Thurlow, who joined the group in May, has been appointed chief executive of Bimac Electrical Division.

VISA AS EASY TO USE ABROAD AS AT HOME. Advertisement featuring a black and white photo of the Statue of Liberty and a Visa card. Text includes: Accepted in the U.S.A. and anywhere you travel. The world's most widely used card is welcomed in hotels and restaurants, for car hire or shopping. Travel confidently - use Visa. ALL YOU NEED.

APPOINTMENTS

private client subsidiary of Midland Group. Mr Terry Spratt, former vice chairman of Safeway, and a non-executive director of the Argyll Group, has been appointed non-executive chairman of the STORE DEVELOPMENT GROUP.

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FT UNIT TRUST INFORMATION SERVICE

AUTHORISED UNIT TRUSTS

Table listing various unit trusts such as Abbey Unit Trust, Abbey Income, Abbey Growth, etc., with columns for Name, Class, and Price.

Table listing unit trusts including Abbey Unit Trust, Abbey Income, Abbey Growth, Abbey Bond, Abbey Equity, etc.

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GUIDE TO UNIT TRUST PRICING. Includes sections for UNIT TRUST PRICING, UNIT TRUST PRICING, and UNIT TRUST PRICING.

FT UNIT TRUST INFORMATION SERVICE

Current Unit Trust Prices are available on FT Cityline. To obtain your free Unit Trust Code Booklet ring the FT Cityline help desk on 01-925-2128

Main table containing unit trust information with columns for company name, unit price, and other financial metrics. Includes sub-sections like 'OTHER UK UNIT TRUSTS' and 'INSURANCES'.

Vertical text on the left margin, possibly a page number or reference code.

Vertical text on the right margin, possibly a page number or reference code.

INSURANCES

Table listing insurance companies and their unit prices.

OTHER UK UNIT TRUSTS

Table listing other UK unit trusts and their unit prices.

General Insurance

Table listing general insurance companies and their unit prices.

Life Insurance

Table listing life insurance companies and their unit prices.

Investment Funds

Table listing investment funds and their unit prices.

Real Estate

Table listing real estate unit trusts and their unit prices.

Specialist Funds

Table listing specialist unit trusts and their unit prices.

International

Table listing international unit trusts and their unit prices.

Global

Table listing global unit trusts and their unit prices.

Multi-Asset

Table listing multi-asset unit trusts and their unit prices.

Equity

Table listing equity unit trusts and their unit prices.

Vertical text on the right margin, possibly a page number or reference code.

FT UNIT TRUST INFORMATION SERVICE

Current Unit Trust Prices are available on FT Cityline. To obtain your free Unit Trust Code Booklet ring the FT Cityline help desk on 01-825-2128

Main table containing unit trust information with columns for Name, Price, and other details. Includes sub-sections for 'OFFSHORE AND OVERSEAS' and 'GUERNSEY (GIB REDUCED)'. The table lists various unit trusts such as 'Premier Life Assurance Co Ltd', 'Scottish Widows Group', and 'The Analysis Group PLC'.

SWITZERLAND (GIB REDUCED)

Guernsey (GIB REDUCED)

JERSEY (GIB REDUCED)

Guernsey (GIB REDUCED)

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GUERNSEY (GIB REDUCED)

Guernsey (GIB REDUCED)

FT UNIT TRUST INFORMATION SERVICE

LONDON SHARE SERVICE

Main table containing FT Unit Trust Information Service data, including columns for fund names, prices, and performance metrics.

BRITISH FUNDS

Table of British Funds with columns for High/Low, Stock, Price, and Yield.

LOANS

Table of Loans with columns for High/Low, Stock, Price, and Yield.

FOREIGN BONDS & RAILS

Table of Foreign Bonds & Rails with columns for High/Low, Stock, Price, and Yield.

AMERICANS

Table of American Funds with columns for High/Low, Stock, Price, and Yield.

OTHER OFFSHORE FUNDS

Table of Other Offshore Funds with columns for High/Low, Stock, Price, and Yield.

INTERNATIONAL BANK AND O'SEAS

Table of International Bank and O'Seas with columns for High/Low, Stock, Price, and Yield.

CORPORATION BONDS

Table of Corporation Bonds with columns for High/Low, Stock, Price, and Yield.

COMMONWEALTH & AFRICAN BONDS

Table of Commonwealth & African Bonds with columns for High/Low, Stock, Price, and Yield.

LUXEMBOURG

Table of Luxembourg Funds with columns for High/Low, Stock, Price, and Yield.

OFFSHORE INSURANCES

Table of Offshore Insurances with columns for High/Low, Stock, Price, and Yield.

UNIT TRUST NOTES

Table of Unit Trust Notes with columns for High/Low, Stock, Price, and Yield.

MONEY MARKET TRUST FUNDS

Table of Money Market Trust Funds with columns for High/Low, Stock, Price, and Yield.

MONEY MARKET BANK ACCOUNTS

Table of Money Market Bank Accounts with columns for High/Low, Stock, Price, and Yield.

UNIT TRUST NOTES

Table of Unit Trust Notes with columns for High/Low, Stock, Price, and Yield.

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Table of Money Market Bank Accounts with columns for High/Low, Stock, Price, and Yield.

Latest Share Prices are available on FT Cityline. To obtain your free Share Code Booklet ring the FT Cityline help desk on 01-925-2128

LONDON SHARE SERVICE

AMERICANS - Contd

Table listing American companies such as Gen. Elect. Co., American Intl. Corp., and others with their share prices and market data.

BUILDING, TIMBER, ROADS - Contd

Table listing companies in the building, timber, and roads sectors, including various construction and materials firms.

DRAPERY AND STORES - Contd

Table listing companies in the drapery and stores sector, including retail and textile businesses.

ENGINEERING - Contd

Table listing companies in the engineering sector, including various engineering and technology firms.

INDUSTRIALS (Misc.) - Contd

Table listing miscellaneous industrial companies, including a wide range of manufacturing and service businesses.

INDUSTRIALS (Misc.) - Contd

Table listing miscellaneous industrial companies, continuing the list from the previous section.

CANADIANS

Table listing Canadian companies, including various financial, retail, and service firms.

BANKS, HP & LEASING

Table listing companies in the banks, hire purchase, and leasing sectors.

ELECTRICALS

Table listing companies in the electrical sector, including various electrical engineering and equipment firms.

FOOD, GROCERIES, ETC

Table listing companies in the food, groceries, and related sectors.

INDUSTRIALS (Misc.) - Contd

Table listing miscellaneous industrial companies, continuing the list from the previous section.

INDUSTRIALS (Misc.) - Contd

Table listing miscellaneous industrial companies, continuing the list from the previous section.

CHEMICALS, PLASTICS

Table listing companies in the chemicals and plastics sectors.

DRAPERY AND STORES

Table listing companies in the drapery and stores sector.

ENGINEERING

Table listing companies in the engineering sector.

HOTELS AND CATERERS

Table listing companies in the hotels and caterers sector.

INDUSTRIALS (Misc.)

Table listing miscellaneous industrial companies.

INSURANCES

Table listing companies in the insurance sector.

BEERS, WINES & SPIRITS

Table listing companies in the beer, wine, and spirits sectors.

BUILDING, TIMBER, ROADS

Table listing companies in the building, timber, and roads sectors.

INDUSTRIALS (Misc.)

Table listing miscellaneous industrial companies.

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LONDON SHARE SERVICE

Latest Share Prices available on FT Cyteline. To obtain your free Share Code Booklet ring the FT Cyteline help desk on 01-925-2128

LEISURE table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

PAPER, PRINTING, ADVERTISING - Contd table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TEXTILES - Contd table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TRUSTS, FINANCE, LAND - Contd table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

OIL AND GAS - Contd table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

MINES - Contd table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

MOTORS, AIRCRAFT TRADES table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

PROPERTY table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TRANSPORT table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TOBACCO table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

OVERSEAS TRADERS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

MISCELLANEOUS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

NEWSPAPERS, PUBLISHERS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

SHOES AND LEATHER table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TRUSTS, FINANCE, LAND table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TOBACCO table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

OIL AND GAS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

MINES table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

PAPER, PRINTING, ADVERTISING table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

SOUTH AFRICANS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TEXTILES table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

OIL AND GAS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

TRADITIONAL OPTIONS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

REGIONAL & IRISH STOCKS table with columns for Stock, Price, Bid, Offer, Div, Yld, P/E

Stock Exchange designations are indicated to the right of security names: alpha, beta, gamma. Unless otherwise indicated, prices and dividends are in pence and denominated in sterling. Estimated price/earnings ratios and dividends are based on latest annual reports and accounts and, where available, are updated on half-yearly reports or other information on 'on' distribution basis, earnings per share being computed on profit after taxation and interest on capital where applicable. Dividends are indicated in pence or dollars, unless otherwise stated. Dividends are based on the latest annual accounts or other official estimates. Dividends are shown in pence or dollars, unless otherwise stated. Dividends are shown in pence or dollars, unless otherwise stated. Dividends are shown in pence or dollars, unless otherwise stated.

WORLD STOCK MARKETS

CANADA

Table of Canadian stock market data including Toronto 2pm prices for October 10, listing various stocks and their prices.

INDICES

Table of stock market indices for New York, Standard and Poor's, and Tokyo, including Dow Jones, S&P 500, and Nikkei 225.

TOKYO - Most Active Stocks

Table of most active stocks in Tokyo for Monday, October 9, 1989, listing stock names and their prices.

Advertisement for Financial Times newspaper, featuring the headline 'From coast to coast, the Financial Times is now available for hand-delivery...' and a list of cities where it is available.

FRANCE (continued)

Table of French stock market data for October 10, listing various stocks and their prices.

GERMANY (continued)

Table of German stock market data for October 10, listing various stocks and their prices.

ITALY (continued)

Table of Italian stock market data for October 10, listing various stocks and their prices.

NETHERLANDS

Table of Dutch stock market data for October 10, listing various stocks and their prices.

SPAIN

Table of Spanish stock market data for October 10, listing various stocks and their prices.

NEW YORK

Table of New York stock market data for October 10, listing various stocks and their prices.

STANDARD AND POOR'S

Table of Standard and Poor's stock market data for October 10, listing various stocks and their prices.

NEW YORK ACTIVE STOCKS

Table of most active stocks in New York for October 10, listing stock names and their prices.

JAPAN

Table of Japanese stock market data for October 10, listing various stocks and their prices.

AUSTRALIA (continued)

Table of Australian stock market data for October 10, listing various stocks and their prices.

NEW YORK STOCK EXCHANGE COMPOSITE PRICES

3pm prices October 10

Main table containing stock prices, organized into columns with headers like 'High', 'Low', 'Stock', 'Dr.', 'Vol.', 'Stk. Price', 'High', 'Low', 'Stock', 'Dr.', 'Vol.', 'Stk. Price'.

Advertisement for SAMSUNG Electronics featuring a computer monitor and keyboard. Text includes 'Reliable Computers', 'Renowned Monitors', 'Computers, OA & Telecommunications', and 'SAMSUNG Electronics'.

Continued on Page 45

NYSE COMPOSITE PRICES

Table of NYSE Composite Prices listing various stocks with columns for High, Low, and Close prices. Includes a section for 'Over-the-Counter' prices on the right side of the page.

OVER-THE-COUNTER

Nasdaq national market, 3pm prices October 10

Table of Over-the-Counter prices listing various stocks with columns for High, Low, and Last prices. Includes a section for 'AMEX Composite Prices' at the bottom of the page.

AMEX COMPOSITE PRICES

Sam October 10

Table of AMEX Composite Prices listing various stocks with columns for High, Low, and Close prices.

Table of AMEX Composite Prices listing various stocks with columns for High, Low, and Close prices.

Advertisement for Scandic Crown Hotel, featuring the text 'It's attention to detail' and 'The attention to detail'.

